

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(HIGHLIGHT CHANGES)

001

APPLICATION FOR PERMIT TO DRILL		5. MINERAL LEASE NO. ML-38664	6. SURFACE State FEE
1A. Type of Work: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
B. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER: SINGLE ZONE <input type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		8. UNIT or CA AGREEMENT NAME: Drunkards Wash UTU-67921X	
2. NAME OF OPERATOR: Phillips Petroleum Company		9. WELL NAME and NUMBER: Utah 32-128	
3. ADDRESS OF OPERATOR: 6825 South 5300 West, P.O. Box 851, Price, Utah 84501 CITY STATE ZIP		PHONE NUMBER: (435) 613-9777	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 639' FSL, 183' FWL 4378579Y 39.55866 514322X -110.83329 AT PROPOSED PRODUCING ZONE:		10. FIELD AND POOL, OR WILDCAT: Drunkards Wash	
11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SW/4 SW/4 Section 32, T14S, R10E, SLB&M		12. COUNTY: Carbon	
13. STATE: UTAH		14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 3.0 miles southwest of Price, UT	
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 183'		16. NUMBER OF ACRES IN LEASE: 120	
17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 160 acres		18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 1500'	
19. PROPOSED DEPTH: 1897'		20. BOND DESCRIPTION: Rotary	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.) 5644.5' GR		22. APPROXIMATE DATE WORK WILL START: November 2002	
23. ESTIMATED DURATION:		24. PROPOSED CASING AND CEMENTING PROGRAM	

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
14"	12 3/4" Conductor	40'	
11"	J-55 8 5/8" 24#/ft	190'	73 sks G+2&CaCl+1/4#/sk flocl
7 7/8"	N-80 5 1/2" 17#/ft	1887'	150 sks 50/50poz8%gel+2%CaCl+1%extender
			75 sks "G" thixotropic

COPY

25. ATTACHMENTS
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION RULES:

- ☒ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
☒ EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER

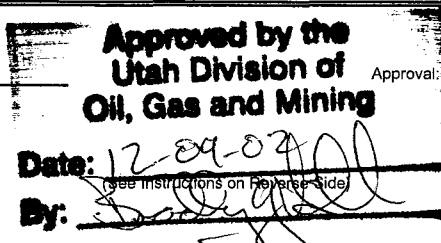
- ☒ COMPLETE DRILLING PLAN
☐ FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

CONFIDENTIAL

Name & Signature: Jean Semborski Title: Permitting Analyst Date: 9/17/02

(This space for state use only)

API Number Assigned: 43-002-30889



(11/2001)

RECEIVED

SEP 21 2002

DIVISION OF
OIL, GAS AND MINING

Township 14 South

Range 10 East

S89°08'41"W - 2654.28'

(5266.80')

S89°43'55"W - 2653.17'

NE CORNER
ELEV. 5552'

N00°01'40"E - 2654.27'

N01°06'23"W - 2648.84'

N89°16'57"E - 2654.76'

CORNER IN CENTER
OF HWYYY. 10

1980.29'

WELL #32-128
ELEVATION 5644.5'

UTM
N 4378620
E 514295

639.09'
CALCULATED

183.39'

32

LEGEND

- DRILL HOLE LOCATION
- ⊙ METAL CAP (FOUND)
- BRASS CAP (SEARCHED FOR, BUT NOT FOUND)
- △ CALCULATED CORNER
- () GLO
- GPS MEASURED

NOTES:

1. UTM AND LATITUDE / LONGITUDE COORDINATES
ARE DERIVED USING A GPS PATHFINDER AND ARE
SHOWN IN NAD 27 DATUM.

LAT / LONG
39°33'33"N
110°50'01"W

Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700
GPS SURVEY GRADE UNIT.

Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED
FROM THE U.S. LAND OFFICE.

Basis of Elevation:

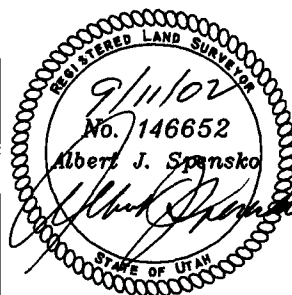
BASIS OF ELEVATION OF 5552' BEING AT THE NORTHEAST SECTION CORNER
OF SECTION 32, TOWNSHIP 14 SOUTH, RANGE 10 EAST, SALT LAKE BASE
AND MERIDIAN, AS SHOWN ON THE PRICE QUADRANGLE 7.5 MINUTE
SERIES MAP.

Description of Location:

PROPOSED DRILL HOLE LOCATED IN THE SW1/4 SW1/4 OF SECTION 32,
T14S, R10E, S.L.B.&M., BEING 1980.29' SOUTH AND 183.39' EAST
FROM THE WEST QUARTER CORNER OF SECTION 32, T14S, R10E,
SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional
Land Surveyor, holding Certificate 146652
State of Utah, do hereby certify that the
information on this drawing is a true and
accurate survey based on data of record and
was conducted under my personal direction
and supervision as shown hereon.



TALON RESOURCES, INC.

375 S. Carbon Ave., Ste 101, (A-10)

Price - Huntington, Utah

Phone (435) 637-8781 Fax (435) 636-8603

E-Mail talon@gcastlenet.com



PHILLIPS PETROLEUM

WELL #32-128

Section 32, T14S, R10E, S.L.B.&M.

Carbon County, Utah

Drawn By:
DAVIS/STANSFIELD

Drawing No.

A-1

Sheet 1 of 4

Checked By:
L.W.J./A.J.S.

Date:

9/9/02

Scale:
1" = 1000'

Job No.
766

GRAPHIC SCALE

0 500' 1000'

(IN FEET)

1 inch = 1000 ft.

**PHILLIPS PETROLEUM COMPANY**

6825 South 5300 West

P.O. Box 851

Price, UT 84501

TEL: (435) 613-9777 FAX: (435) 613-9782

September 17, 2002

Ms Diana Mason
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
SLC, Utah 84114-5801

RE: Application for Permit to Drill-
Utah 32-128, SW/4 SW/4 Sec.32
T14S, R10E, SLB & M, Carbon County, Utah

Dear Ms. Mason:

Enclosed is the original of the *Application for Permit to Drill* (APD). Included with the APD is the following information:

Exhibit "A"- Survey Plat of the Proposed Well Site;

Exhibit "B" - Proposed Location Map with Pipeline, Power, and Road Access;

Exhibit "C" - Drilling Site Layout;

Exhibit "D" - Drilling Information

Exhibit "E" - Multipoint Surface Use Plan

Exhibit "F" - Typical Road Cross-section;

Exhibit "G" - BOP Diagram;

Exhibit "H" - Typical Wellhead Manifold;

Exhibit "I" - Evidence of Bond;

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SEP 23 2002

DIVISION OF
OIL, GAS AND MINING

Utah 32-128

Page 2

This proposed well is located more than 460' from the boundary of the Unit Area and from the boundary of any uncommitted tract within the Unit Area and will not require the administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

Please accept this letter as Phillips Petroleum Company's written request for confidential treatment of all information contained in and pertaining to this permit application, if said information is eligible for such consideration.

Thank you very much for your timely consideration of this application. Please feel free to contact me if you have any questions.

Sincerely,



Jean Semborski
Permitting Analyst

cc: Mr. Eric Jones, BLM, Moab, Utah
Mr. Gene Herrington, Texaco
Ms. Julie Bennett, Dominion Resources
Mr. Don Stephens, BLM, Price, Utah
Ms. Jeanette Borges, Phillips Petroleum Company
Mrs. Deanna Walker, Phillips Petroleum Company
Mr. Mark Jones, DOGM, Price, Utah
PPCo Well File

EXHIBIT "D"
DRILLING PROGRAM

Attached to Form 3
Phillips Petroleum Company
Utah 32-128
SW/4, SW/4, Sec.32, T14S, R10E, SLB & M
639' FSL, 183' FWL
Carbon County, Utah

1. The Surface Geologic Formation

Mancos Shale

2. Estimated Tops of Important Geologic Markers

Blue Gate/Ferron 1457'

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones 1482' - 1597'

No groundwater is expected to be encountered.

Casing & cementing will be done to protect potentially productive hydrocarbons, lost circulation zones, abnormal pressure zones, and prospectively valuable mineral deposits. All indications of usable water will be reported.

Surface casing will be tested to 1400 psi.

4. The Proposed Casing and Cementing Programs

<u>HOLE SIZE</u>	<u>SETTING DEPTH (INTERVAL)</u>	<u>SIZE (OD)</u>	<u>WEIGHT, GRADE & JOINT</u>	<u>NEW, USED</u>
14"	40'	12-3/4"	Conductor	New
11"	190'	8-5/8"	24#ST&C	New
7-7/8"	1887'	5-1/2	17#LT&C	New

Cement Program -

Surface Casing: 73 sks G+2%CaCl+1/4#per sack floccel; 15.8#/gal, density, 1.15 cu.ft/sk yield. Every attempt will be made to bring cement back to surface.

Production Casing: 150 sks 50/50 poz 8%gel +2%CaCl+10%extender; 12.5#/gal, density, 1.92 cu.ft/sk yield.

75 sks "G" thixotropic, 14.2#/gal density, 1.61 cu.ft/sk yield

The following shall be entered in the driller's log:

- 1) Blowout preventer pressure tests, including test pressures and results;
- 2) Blowout preventer tests for proper functioning;
- 3) Blowout prevention drills conducted;
- 4) Casing run, including size, grade, weight, and depth set;
- 5) How the pipe was cemented, including amount of cement, type, whether cement circulated, location of the cementing tools, etc.;
- 6) Waiting on cement time for each casing string;
- 7) Casing pressure tests after cementing, including test pressures and results.

5. The Operator's Minimum Specifications for Pressure Control

Exhibit "G" is a schematic diagram of the blowout preventer equipment. A double gate 3000 psi BOPE will be used with a rotating head. This equipment will be tested to 2000 psi. All tests will be recorded in a Driller's Report Book. Physical operation of BOP's will be checked on each trip.

6. The Type and Characteristics of the Proposed Circulating Muds

0-300	11" hole	Drill with air, will mud-up if necessary.
300-TD	7 7/8" hole	Drill with air. 400 psi @ 1500-1800 Scf.

7. The Testing, Logging and Coring Programs are as followed

300-TD Gamma Ray, Density, Neutron Porosity, Induction, Caliper

Any Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures have been noted or reported in wells drilled in the area nor at the depths anticipated in this well. Bottom hole pressure expected is 821 psi max. No hydrogen sulfide or other hazardous gases or fluids have been found, reported or are known to exist at these depths in the area.

8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled around November 2002.

Verbal and/or written notifications listed below shall be submitted in accordance with instructions from the Division of Oil, Gas & Mining:

- (a) prior to beginning construction;
- (b) prior to spudding;
- (c) prior to running any casing or BOP tests;
- (d) prior to plugging the well, for verbal plugging instructions.

Spills, blowouts, fires, leaks, accidents or other unusual occurrences shall be reported to the Division of Oil, Gas & Mining immediately.

EXHIBIT "E"
MULTIPOINT SURFACE USE PLAN

Attached to Form 3
Phillips Petroleum Company
Utah 32-128
SW/4, SW/4, Sec.32, T14S, R10E, SLB & M
639' FSL, 183' FWL
Carbon County, Utah

1. Existing Roads

- a. We do not plan to change, alter or improve upon any existing state or county roads.
- b. Existing roads will be maintained in the same or better condition. See Exhibit "B".

2. Planned Access

Approximately 1200' of new access is required (See Exhibit "B")

- a. Maximum Width: 24' travel surface with 27' base
- b. Maximum grade: 6%
- c. Turnouts: None
- d. Drainage design: 5 culverts may be required. Water will be diverted around well pad as necessary.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.
- f. Pipe and Power lines will follow the proposed access road.

3. Location of Existing Wells

- a. See Exhibit "B". There are 2 proposed and 12 existing wells within a one-mile radius of the proposed location.

4. Location of Existing and/or Proposed Facilities

- a. If the well is a producer, installation of production facilities will be as shown on Exhibit "H". Buried powerlines run along access on the east and north, gathering lines on the south or west.
- b. Rehabilitation of all pad areas not used for production facilities will be made in accordance with landowner stipulations.

5. Location and Type of Water Supply

- a. Water to be used for drilling will be purchased from the Price River Water Improvement District (a local source of municipal water) (tel. 435-637-6350).
- b. Water will be transported by truck over approved access roads.
- c. No water well is to be drilled for this location.

6. Source of Construction Materials

- a. Any necessary construction materials needed will be obtained locally and hauled to the location on existing roads.
- b. No construction or surfacing materials will be taken from Federal/Indian land.

7. Methods for handling waste disposal

- a. As the well will be air drilled, a small reserve pit will be constructed with a minimum of one-half the total depth below the original ground surface on the lowest point within the pit. The pit will not be lined unless conditions encountered during construction warrant it or if deemed necessary by the DOGM representative during the pre-site inspection. Three sides of the reserve pit will be fenced within 24 hours after completion of construction and the fourth side within 24 hours after drilling operation cease with woven wire topped with barbed wire to a height of not less than four feet. The fence will be kept in good repair while the pit is drying.
- b. Following drilling, the liquid waste will be evaporated from the pit and the pit back-filled and returned to natural grade. No liquid hydrocarbons will be discharged to the reserve pit or location.
- c. In the event fluids are produced, any oil will be retained in tankage until sold and any water produced will be retained until its quality can be determined. The quality and quantity of the water will determine the method of disposal.
- d. Trash will be contained in a portable metal container and will be hauled from location periodically and disposed of at an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an appropriate disposal site.

8. Ancillary Facilities

- a. We anticipate no need for ancillary facilities with the exception of one trailer to be located on the drill site.

9. Wellsite Layout

- a. Available topsoil will be removed from the location and stockpiled. Location of mud tanks, reserve and berm pits, and soil stockpiles will be located as shown on the attachments.
- b. A blooie pit will be located 100' from the drill hole. A line will be placed on the surface from the center hole to the pit. The pit will not be lined, but will be fenced on four sides to protect livestock/wildlife.
- c. Access to the well pad will be as shown on Exhibit "B".
- d. Natural runoff will be diverted around the well pad.

10. Plans for Restoration of Surface

- a. All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.
- b. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner.
- c. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when the rig is released and removed.

11. Surface Ownership:

- a. The wellsite and access road will be constructed on lands owned by Circle K Ranch. The operator shall contact the landowner representative and the Division of Oil, Gas and mining 48 hours prior to beginning construction activities.

Surface Owner Contact Information:

Circle K Ranch

P.O. Box 700

850 S. Carbon Ave.

Price, Utah 84501

Dino Kiahtipes, General Partner

(435) 637-4008 Cell: (435) 650-0039

12. **Other Information:**

- a. The primary surface use is farming and grazing. The nearest dwelling is approximately 1,000 feet southeast.
- b. Nearest live water is Carbon Canal located at 300' east.
- c. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed and piled downhill from the topsoil stockpile location.
- d. The backslope and foreslope will be constructed no steeper than 4:1.
- e. All equipment and vehicles will be confined to the access road and well pad.
- f. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations, shall be on the wellsite during construction and drilling operations

There will be no deviation from the proposed drilling and/or workover program without prior approval from the Division of Oil, Gas & Mining.

13. Company Representative

Jean Semborski
Permitting Analyst
Phillips Petroleum Company
6825 S. 5300 W. P.O. Box 851
Price, Utah 84501
(435) 613-9777
(435) 820-9807

Mail Approved A.P.D. To:

Company Representative

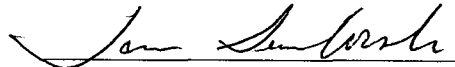
Excavation Contractor

Nelco Contractors Inc.
Larry Jensen
(435) 637-3495
(435) 636-5268

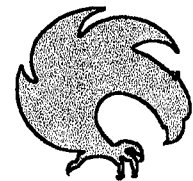
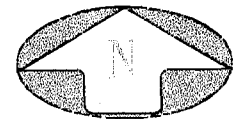
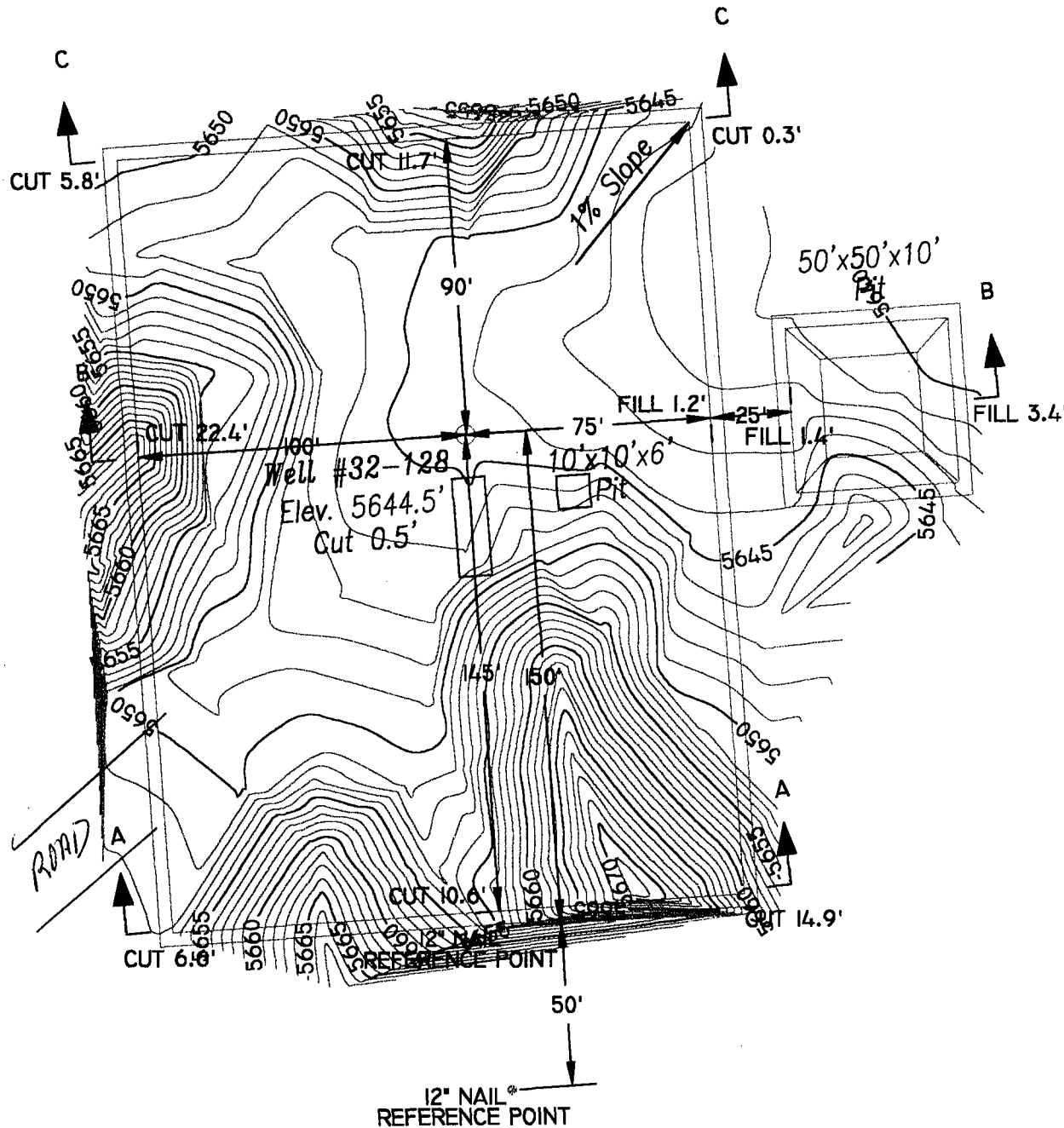
14. Certification

I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated with the operations proposed herein will be performed by Phillips Petroleum Company and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

9/17/02
Date


Jean Semborski
Permitting Analyst
Phillips Petroleum Company

ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 5644.5'
 ELEVATION OF GRADED GROUND AT LOCATION STAKE = 5644.0'



TALON RESOURCES, INC.

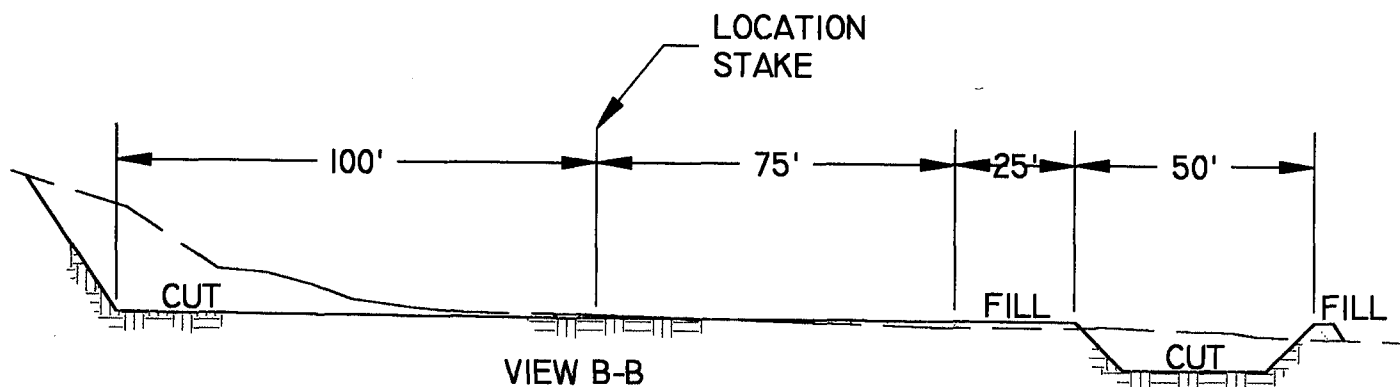
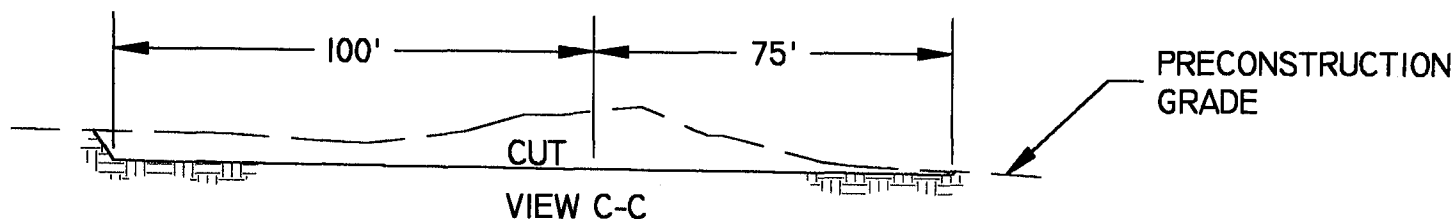
Price - Huntington, Utah
 Phone (435) 637-8781 Fax (435) 636-8608
 E-Mail talon@castnet.com

PHILLIPS PETROLEUM LOCATION LAYOUT

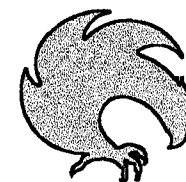
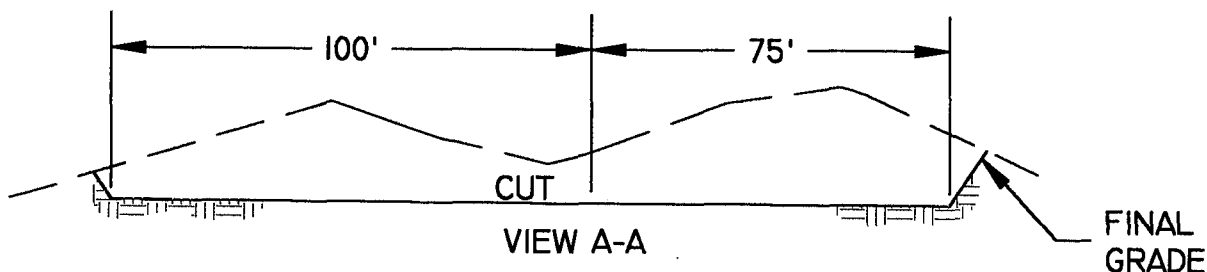
Section 32, T14S, R10E, S.L.B.&M.

WELL #32-128

Drawn By: T. DAVIS	Checked By: L.W.J.
Drawing No. A-2	Date: 9/11/02
	Scale: 1" = 50'
Sheet 2 of 4	Job No. 766



SLOPE = 1 1/2 : 1
(EXCEPT PIT)
PIT SLOPE = 1 ; 1



TALON RESOURCES, INC.

Price - Huntington, Utah
Phone (435) 637-8781 Fax (435) 636-8603
E-Mail talon@castnet.com

PHILLIPS PETROLEUM
TYPICAL CROSS SECTION
Section 32, T14S, R10E, S.L.B.&M.
WELL #32-128

Drawn By: T. DAVIS	Checked By: L.W.J.
Drawing No. C-1	Date: 9/11/02
	Scale: 1" = 40'
Sheet 3 of 4	Job No. 766

APPROXIMATE YARDAGES

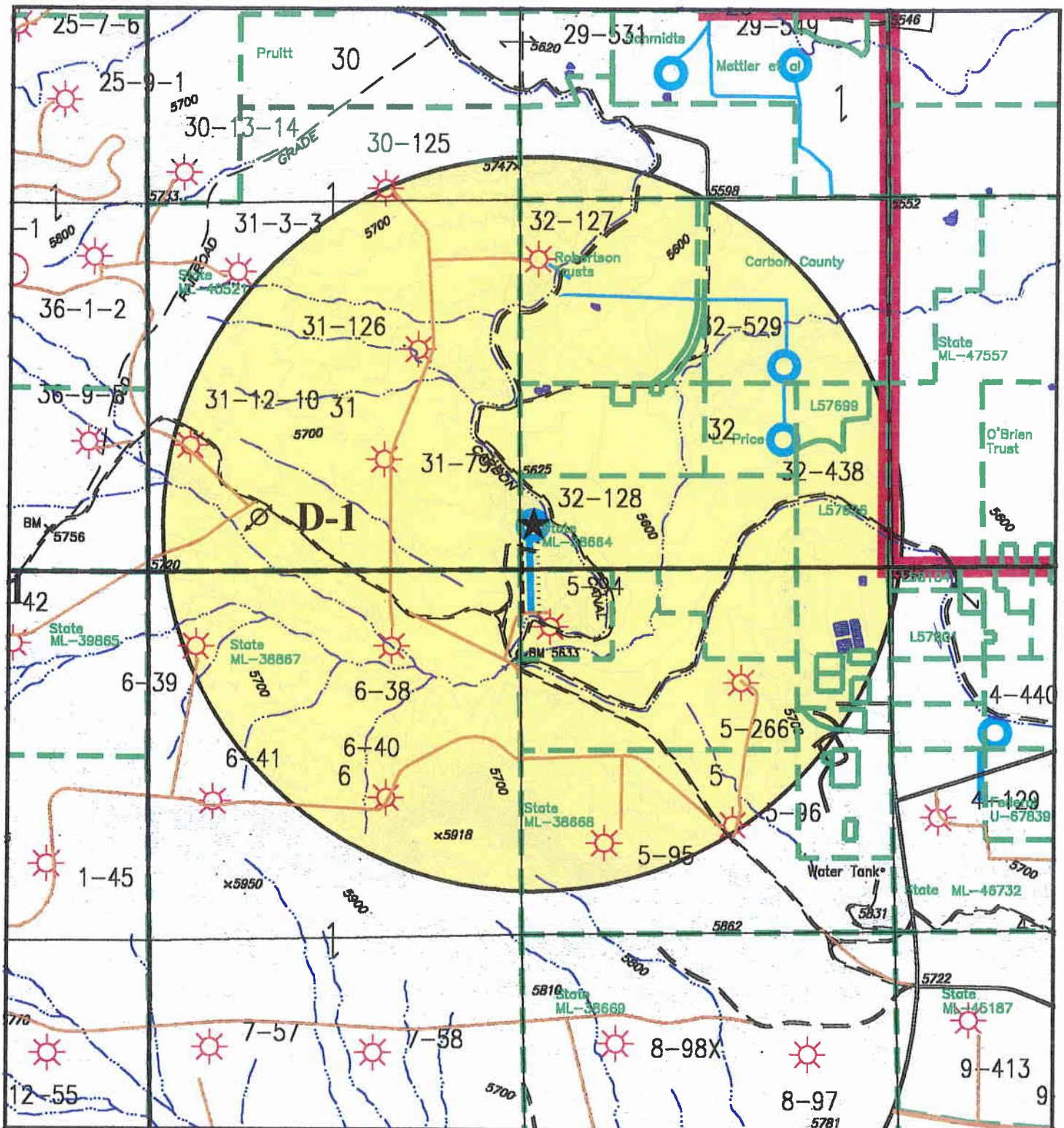
CUT

(6") TOPSOIL STRIPPING = 750 CU. YDS.

REMAINING LOCATION = 10,750 CU. YDS.

TOTAL CUT = 11,305 CU. YDS.

TOTAL FILL = 245 CU. YDS.

**LEGEND**

Proposed Well Location:
 Other Proposed Well Locations:
 Proposed Powerline:
 Proposed Pipeline:
 Proposed Roads:
 Lease Boundary:
 Existing Wells:



Scale: 1" = 2000'

September 16, 2002

PHILLIPS PETROLEUM COMPANY
 6825 South 5300 West
 P.O. Box 851
 Price, Utah 84501
 Phone: (435) 613-9777
 Fax: (435) 613-9782



WELL # 32-128
Section 32, T14S, R10E, S.L.B.&M.
Exhibit B 1 of 2

APPROXIMATE LAYOUT OF RIG & EQUIPMENT



LIGHT
PLANT



LIGHT
PLANT

40'

PIPE TRAILER

HOLE



8'

SURFACE
CUTTINGS
PIT

20'

MAIN
PIT

40'

FUEL TANK

DOG HOUSE

BOOSTER

COMPRESSOR

RIG

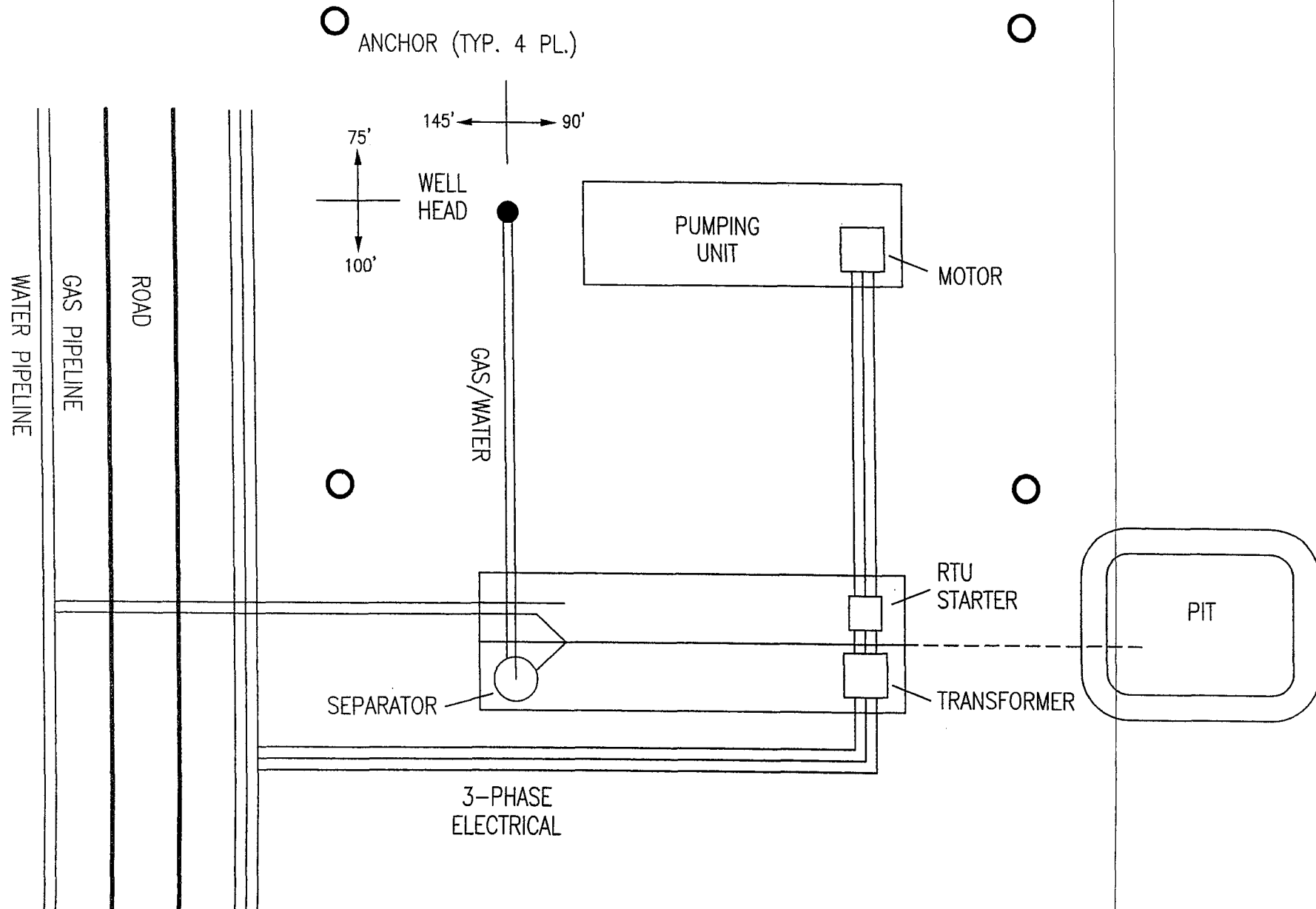
AUX
COMP.

45'

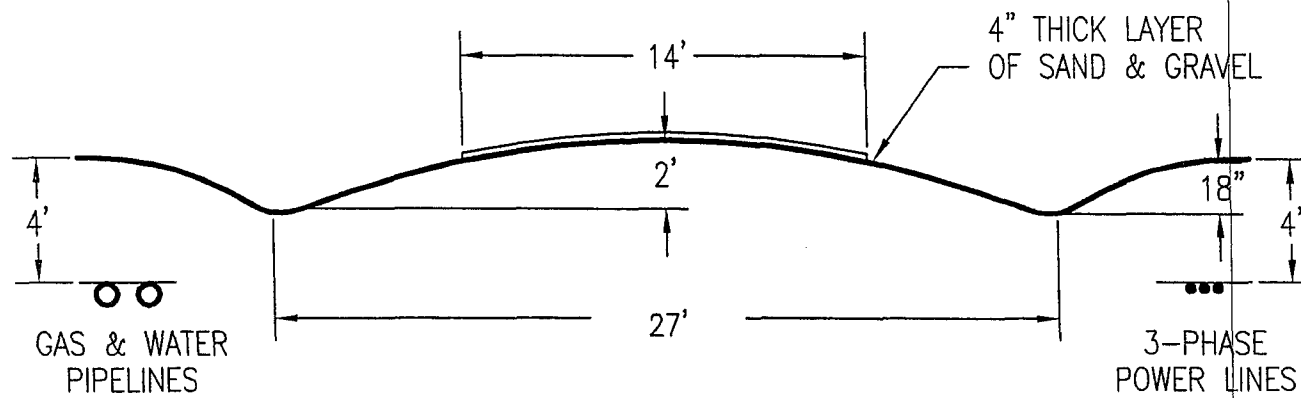
FRAC TANK

PHILLIPS PETROLEUM COMPANY

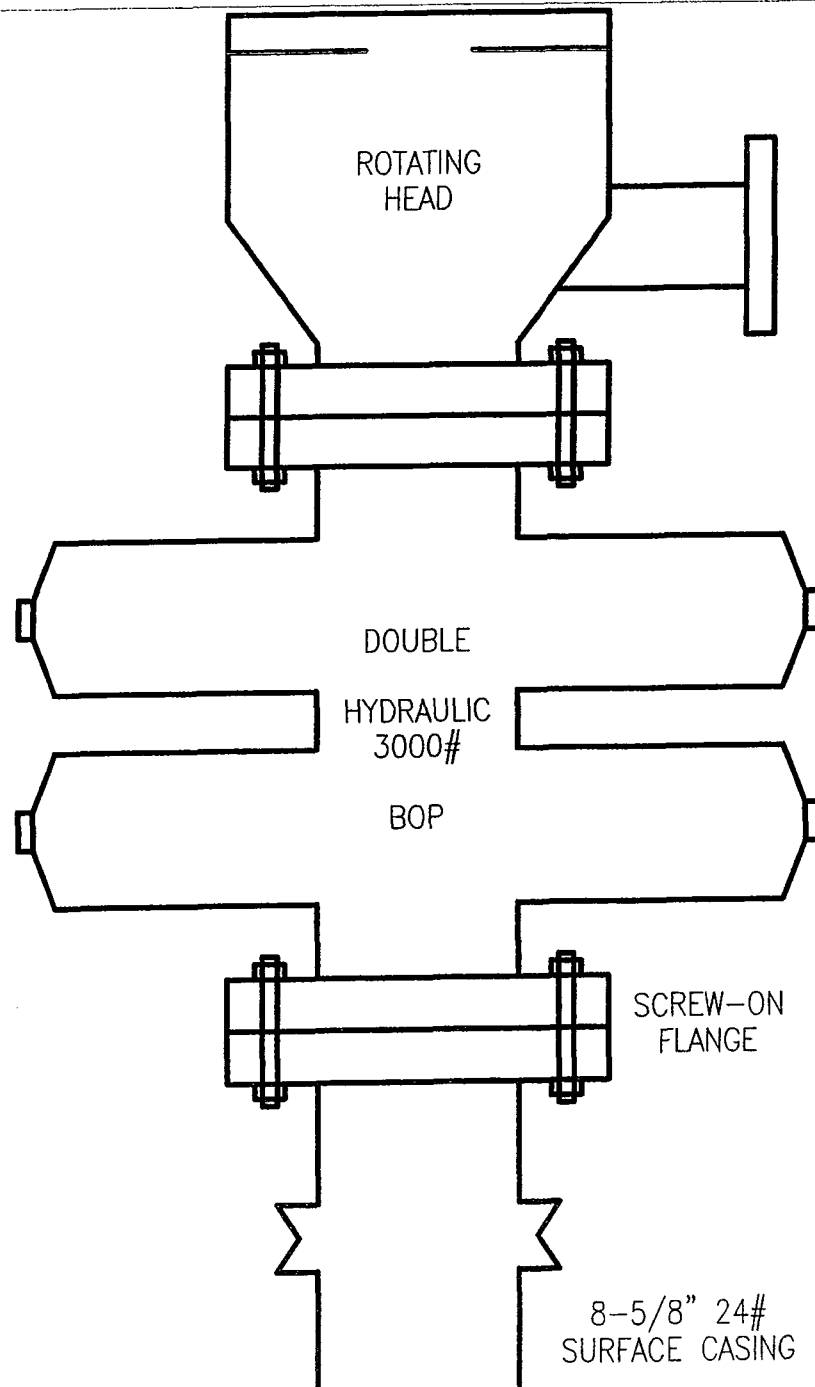
WELL SITE LAYOUT (235' x 175')



TYPICAL ROAD CROSS-SECTION



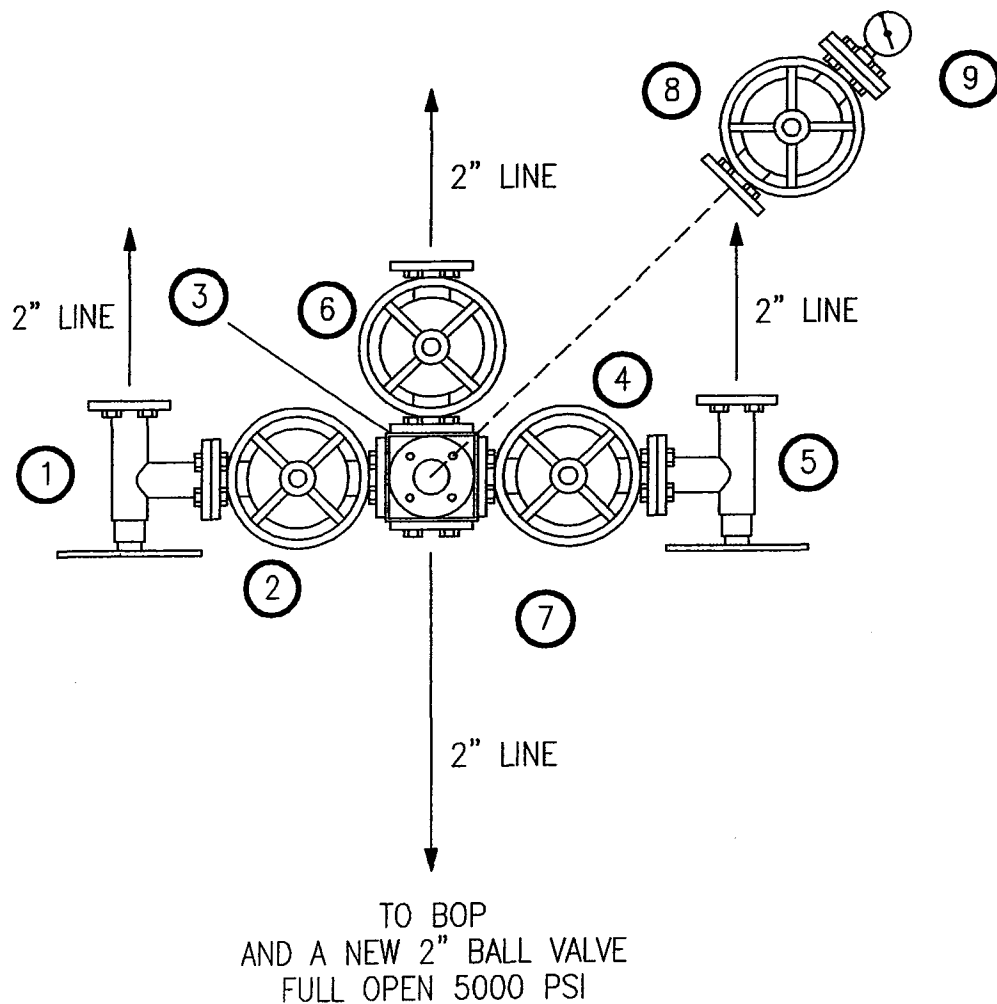
DIVERTER HEAD



- (1) 2" 5M FLANGED CHOKE
- (2) 2" 5M GATE VALVE (FLANGED)
- (3) 2" 5M STUDDED CROSS
- (4) 2" 5M GATE VALVE (FLANGED)
- (5) 2" 5M FLANGED CHOKE
- (6) 2" 5M GATE VALVE (FLANGED)
- (7) 2" LINE
- (8) 2" 5M GATE VALVE (FLANGED)
- (9) 3000# GAUGE

NOTE:

NUMBER 8 GATE VALVE SITS ON TOP OF MANIFORD BETWEEN STUDDED CROSS AND 3000# GAUGE.



MANIFOLD

STATE OF UTAH
BOND OF LESSEE

KNOW ALL MEN BY THESE PRESENTS, that we Phillips Petroleum Company
of Bartlesville, Oklahoma as principal and
Safeco Insurance Company of America as surety, are held and firmly bound
unto the State of Utah in the sum of Two Hundred Thousand Dollars (\$200,000.00) lawful money of the United States
to be paid to the School & Institutional Trust Lands Administration, as agent for the State of Utah, for the use and benefit
of the State of Utah, and of any patentee or purchaser of any portion of the land covered by the hereinafter described
lease heretofore sold or which may hereafter be sold with a reservation to the State of Utah, on the surface or of other
mineral deposits of any portion of such lands, for which payment, well and truly to be made, we bind ourselves, and each
of us, and each of our heirs, executors, administrators, successors, sublessees, and assignees, jointly and severally by
these presents.

Signed with our hands and seals this 31st day of January, 2001

The condition of the foregoing obligation is such that,

WHEREAS: The State of Utah, as Lessor, issued a(n) _____
lease, Lease Number _____ and dated _____, to _____
as lessee (and said lease has been duly assigned under date of _____
to _____) to drill for, mine, extract, and remove all of the _____
deposits in and under the following described lands, to wit:

Statewide Blanket Bond to cover all operations on state of Utah lands.

NOW, THEREFORE, the principal and surety shall be obligated to pay all monies, rentals, royalties, costs of
reclamation, damages to the surface and improvements thereon and any other damages, costs, expenses, penalties, interest
or liabilities which arise by operation of or in connection with the above described lease(s) accruing to the Lessor and
shall fully comply with all other terms and conditions of said lease, the rules, regulations, and policies relating thereto
of the School & Institutional Trust Lands Administration, the Board of Oil, Gas and Mining, and the Division of Oil,
Gas and Mining as they may now exist or may from time to time be modified or amended. This obligation is in effect
even if the principal has conveyed part of its interest to a successor in interest. If the principal fully satisfies the above
described obligations, then the surety's obligation to make payment to the State of Utah is void and of no effect
otherwise, it shall remain in full force and effect until released by the School & Institutional Trust Lands Administration.

Signed, sealed and delivered
in the presence of

Terry L. Hicks
Witness

PHILLIPS PETROLEUM COMPANY

R. B. Gisi (SEAL)
R. B. Gisi Principal Asst. Treasurer

Terry L. Hicks
Witness

BONDING COMPANY SAFECO INSURANCE COMPANY OF AMERICA

BY Betty G. Miller
Betty G. Miller, Attorney-in-Fact

Attest: _____
Secretary

Resident Agent: N/A

APPROVED AS TO FORM:
JAN GRAHAM
ATTORNEY GENERAL

By _____

Bonding Co. Address: Millenium Corp. Park, Bldg. C, 18400 NE Uninc Hill
Redmond, WA 98052
Corporate Seal of Bonding Company Must be Affixed.

**PHILLIPS PETROLEUM COMPANY**

Property Tax, Real Estate, Right of Way and Claims
P.O. Box 105
Livermore, Colorado 80536

RECEIVED

DEC 02 2002

DIVISION OF
OIL, GAS AND MINING

November 27, 2002

Diana Mason
State of Utah Department of Natural Resources
Division of Oil, Gas and Mining
Oil and Gas Program
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84114-5801

Dear Ms. Mason:

Phillips Petroleum Company plans to drill the Utah 32-128 and the Andreen 32-529 natural gas wells, which will be located respectively in the Southwest One-quarter of the Southwest One-quarter and the Southwest One-quarter of the Northeast One-quarter of Section 32, Township 14 South, Range 10 East, S.L.B.&M., Carbon County, Utah. Phillips has filed an Application for Permit to Drill (APD) with the State of Utah Division of Oil, Gas and Mining for each of these wells. Circle K Ranch, a Utah General Partnership ("Surface Owner") owns the surface estate of each of these well pad locations.

Pursuant the State of Utah Division of Oil, Gas and Mining, Oil and Gas Conservation General Rules, R659-3-34 ("Well Site Restoration Rules"), Phillips entered into a surface use agreement with the Surface Owner. The agreement includes an agreement for the protection of surface resources, reclamation of the subject surface property and well site restoration, or damages in lieu thereof, for the surface pad locations for each of the subject wells. Enclosed are two Affidavits Concerning Surface Use Agreement evidencing Phillips' agreement with the Surface Owner for each of these wells.

Please advise Jean Semborski with Phillips or me if you have questions or require additional information from Phillips regarding the subject surface use agreement.

Sincerely,

Deanna J. Walker

Phone: 970-498-9677

Fax: 970-498-9687

E-mail: Deanna.J.Walker@conocophillips.com

Enc.

cc: Jean Semborski, Phillips Petroleum Company

File: UT/Carbon 62 & 107
32-128 & 32-529 Wells
Circle K Ranch

**AFFIDAVIT CONCERNING
SURFACE USE AGREEMENT**

STATE OF COLORADO }
 }
COUNTY OF LARMER }

DEANNA J. WALKER, being first duly sworn upon her oath, deposes and says:

1. I am a Senior Real Estate Specialist in the Property Tax, Real Estate, Right of Way and Claims Organization of Phillips Petroleum Company, a Delaware corporation duly authorized to transact business in the State of Utah, ("Phillips") and am authorized to execute this Affidavit on behalf of said corporation.
2. Circle K Ranch, a Utah General Partnership, ("Surface Owner") owns the surface estate of property located in the Southwest One-quarter of the Southwest One-quarter of Section 32, Township 14 South, Range 10 East, S.L.B.&M., Carbon County, Utah ("Property").
3. Phillips owns or operates oil and gas rights, including mineral leases, and may become holder of other oil and gas rights, including mineral leases, underlying and in the vicinity of the Property ("Leases") and desires to enter on the Property for the purposes of conducting oil and gas operations related to such oil and gas rights, including mineral leases.
4. Phillips entered into a Surface Use and Damage Agreement effective as of the 15th day of November 2002 with the Surface Owner covering the Property. In addition to other agreements and as required by the State of Utah Division of Oil, Gas and Mining, Oil and Gas Conservation General Rules, R649-3-34 ("Well Site Restoration Rules"), the Surface Use and Damage Agreement sets forth the agreement between Phillips and the Surface Owner for the protection of surface resources, reclamation of the Property and well site restoration, or damages in lieu thereof, for the surface pad location for Phillips' Utah 32-128 well and associated infrastructure, which will be located on the Property. A Memorandum of Surface Use and Damage Agreement will be filed in the public records of Carbon County.
5. I execute and record this affidavit in accordance with the requirements of the Well Site Restoration Rules.
6. The matters stated herein are true of my own knowledge, except to any matters stated herein upon information and belief, and, as to those matters, I believe them to be true.

DATED this 27th day of November, 2002.



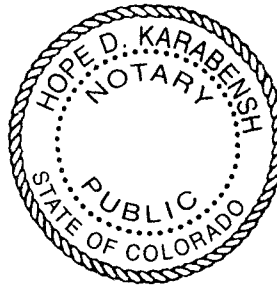
DEANNA J. WALKER
Phillips Petroleum Company
Senior Real Estate Specialist

Subscribed, sworn and acknowledged to and by Deanna J. Walker before me this 27th day of November, 2002.

Hope D. Karabench
NOTARY PUBLIC
For the State of Colorado

My Commission Expires:

October 15, 2005



WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 10/28/2002

API NO. ASSIGNED: 43-007-30889

WELL NAME: UTAH 32-128

OPERATOR: PHILLIPS PETROLEUM (N1475)

CONTACT: JEAN SEMBORSKI

PHONE NUMBER: 435-613-9777

PROPOSED LOCATION:

SWSW 32 140S 100E

SURFACE: 0639 FSL 0183 FWL

BOTTOM: 0639 FSL 0183 FWL

CARBON

DRUNKARDS WASH (48)

LEASE TYPE: 3 - State

LEASE NUMBER: ML-38664

SURFACE OWNER: 4 - Fee

PROPOSED FORMATION: FRSD

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering	DKD	11/14/02
Geology		
Surface		

LATITUDE: 39.55866

LONGITUDE: 110.83329

RECEIVED AND/OR REVIEWED:

- ☒ Plat
- ☒ Bond: Fed[] Ind[] Sta[3] Fee[]
 (No. 5952189 ²)
- ☒ Potash (Y/N)
- ☒ Oil Shale 190-5 (B) or 190-3 or 190-13
- ☒ Water Permit
 (No. MUNICIPAL)
- ☒ RDCC Review (Y/N)
 (Date:)
- ☒ Fee Surf Agreement (Y/N)

LOCATION AND SITING:

R649-2-3.

Unit DRUNKARDS WASH ☒

R649-3-2. General

Siting: 460 From Qtr/Qtr & 920' Between Wells

R649-3-3. Exception

☒ Drilling Unit

Board Cause No: 243-2

Eff Date: 7-13-99

Siting: 460' from boundary of uncomm. Tract

R649-3-11. Directional Drill

COMMENTS:

Need presite (Recd 11/14/02)

STIPULATIONS:

- 1- Surface Casing Cement Stop
- 2- STATEMENT OF BASIS

11-02 Phillips Utah 32-17

Casing Schematic

Surface

MANCO

8-5/8"
MW 8.4
Frac 13.

TOC @
0.

Surface
190. MD

w/13% washout
x surface stop

TOC @
449.

BOP

$$(0.052)(9)(1897) = 888 \text{ PSI}$$

Antic. Pressure = 821 PSI

$$(0.12)(1897) = 228 \text{ PSI}$$

MASP = 660 PSI

3m BOPE proposed

Adequate Drd 10/14/02

w/15% washout

1457'
Bluegate/Ferron
~~1482~~

1469'

TOC tail

1482'

conls ss's

1597'

5-1/2"
MW 8.4

Production
1897. MD

Well name:

11-02 Phillips Utah 32-128

Operator: Phillips Petroleum Company

String type: Surface

Project ID:

43-007-30889

Location: Carbon County

Design parameters:**Collapse**

Mud weight: 8.400 ppg

Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No

Surface temperature: 65 °F

Bottom hole temperature: 68 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 130 ft

Cement top:

Surface

Burst

Max anticipated surface pressure:

0 psi

Internal gradient: 0.468 psi/ft

Calculated BHP 89 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.60 (J)

Premium: 1.50 (J)

Body yield: 1.50 (B)

Non-directional string.

Tension is based on air weight.

Neutral point: 166 ft

Re subsequent strings:

Next setting depth: 1,897 ft

Next mud weight: 9.000 ppg

Next setting BHP: 887 psi

Fracture mud wt: 13.000 ppg

Fracture depth: 190 ft

Injection pressure 128 psi

Run	Segment		Nominal		End	True Vert	Measured	Drift	Est.
Seq	Length	Size	Weight	Grade	Finish	Depth	Depth	Diameter	Cost
	(ft)	(in)	(lbs/ft)			(ft)	(ft)	(in)	()
1	190	8.625	24.00	J-55	ST&C	190	190	7.972	1245
Run	Collapse	Collapse	Collapse	Burst	Burst	Burst	Tension	Tension	Tension
Seq	Load	Strength	Design	Load	Strength	Design	Load	Strength	Design
	(psi)	(psi)	Factor	(psi)	(psi)	Factor	(Kips)	(Kips)	Factor
1	83	1370	16.52	89	2950	33.21	5	244	53.51 J

Prepared by: Dustin Doucet
Utah Dept. of Natural ResourcesPhone: 801-538-5281
FAX: 801-359-3940Date: November 14, 2002
Salt Lake City, Utah**ENGINEERING STIPULATIONS: NONE**

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 190 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:

11-02 Phillips Utah 32-128

Operator:

Phillips Petroleum Company

String type:

Production

Project ID:

43-007-30889

Location:

Carbon County

Design parameters:**Collapse**

Mud weight: 8.400 ppg

Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No

Surface temperature: 65 °F

Bottom hole temperature: 92 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 250 ft

Cement top:

449 ft

Burst

Max anticipated surface pressure:

0 psi

Internal gradient:

0.436 psi/ft

Calculated BHP

828 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.60 (J)

Premium: 1.50 (J)

Body yield: 1.50 (B)

Non-directional string.

Tension is based on air weight.

Neutral point: 1,655 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ()
1	1897	5.5	17.00	N-80	LT&C	1897	1897	4.767	13608
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	828	6290	7.60	828	7740	9.35	32	348	10.79 J

Prepared by: Dustin Doucet
Utah Dept. of Natural ResourcesPhone: 801-538-5281
FAX: 801-359-3940Date: November 14, 2002
Salt Lake City, Utah**ENGINEERING STIPULATIONS: NONE**

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 1897 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

ON-SITE PREDRILL EVALUATION
Division of Oil, Gas and Mining

OPERATOR: Phillips
WELL NAME & NUMBER: Utah 32-128
API NUMBER: 43-007-30889
LEASE: State FIELD/UNIT: _____
LOCATION: 1/4, 1/4 SWSW Sec: 32 TWP: 14S RNG: 10E 639 FSL 183 FWL
LEGAL WELL SITING: _____ F SEC. LINE; _____ F 1/4, 1/4 LINE; _____ F ANOTHER WELL.
GPS COORD (UTM): X = 514316 E; Y = 4378603 N SURFACE OWNER: Circle K Ranch

PARTICIPANTS

M. Jones (DOGM), J. Semborski (Phillips), Dino and Gopher Kiahtipes (surface), Larry Jensen (NELCO).

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Proposed location is ~3.0 miles Southwest of Price, Utah. The direct area drains to the East into the Carbon Canal. The soil is a clay shale mix and is erosive when disturbed. Proposed access will be from the South and West on new and existing access from existing PPCo wells. All new access will be built on State and fee surface and will be maintained by Phillips Petroleum Company. This well is located very close to a number of residences, located east of the proposed well location.

SURFACE USE PLAN

CURRENT SURFACE USE: Wildlife and recreational activities.

PROPOSED SURFACE DISTURBANCE: 235' x 175' and a 50' x 50' x 10' pit.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 2 proposed gas wells and 12 producing gas wells, 1 salt-water disposal well, are within a 1 mile radius of the above proposed well.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: Along roadside.

SOURCE OF CONSTRUCTION MATERIAL: Obtained locally and transported in.

ANCILLARY FACILITIES: None anticipated.

WASTE MANAGEMENT PLAN:

Portable chemical toilets which will be emptied into the municipal waste treatment system; garbage cans on location will be emptied into centralized dumpsters which will be emptied into an approved landfill. Crude oil production is unlikely. Drilling fluid, completion / frac fluid and cuttings will be buried in the pit after evaporation and slashing the pit liner. Produced water will be gathered to the evaporation pit and eventually injected into the Navajo Sandstone via a salt-water disposal well. Used oil from drilling operations and support is hauled to a used oil recycler and reused.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: Dry washes that collect runoff as

well as irrigation runoff. Carbon Canal lies east of the location ~50'.

FLORA/FAUNA: sagebrush, greasewood, 4-winged salt bush, cheatgrass, Indian rice grass, deer, small-game, rodents.

SOIL TYPE AND CHARACTERISTICS: Shale clay mix.

SURFACE FORMATION & CHARACTERISTICS: Soil developed on the lower portion of the Blue Gate Member of the Mancos Shale.

EROSION/SEDIMENTATION/STABILITY: erosive upon disturbance.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: Dugout earthen pit.

LINER REQUIREMENTS (Site Ranking Form attached): Liner required.

SURFACE RESTORATION/RECLAMATION PLAN

As per surface use agreement.

SURFACE AGREEMENT: Completed and signed.

CULTURAL RESOURCES/ARCHAEOLOGY: Completed, on-file, and is clear.

OTHER OBSERVATIONS/COMMENTS

This well is located very close to a number of residences, located east of the proposed well location. Consideration should be made by PPCo to minimize the disturbance to the affected residences. Access from the east and these residences will be minimal to none due to the Carbon Canal being located between the two. All approved access to the well will be from the Southwest on approved PPCo gas field roads. Discussion was made during the on-site coordinating the surface work of the proposed well project with the landowner's future development of the area.

ATTACHMENTS

Photos of this location were taken and placed on file.

Mark L. Jones
DOGM REPRESENTATIVE

November 4, 2002 / 2:30 pm
DATE/TIME

**Evaluation Ranking Criteria and Ranking Score
For Reserve and Onsite Pit Liner Requirements**

<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	<u>0</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>20</u>
Distance to Nearest Municipal Well (feet)		
>5280	0	
1320 to 5280	5	
500 to 1320	10	
<500	20	<u>0</u>
Distance to Other Wells (feet)		
>1320	0	
300 to 1320	10	
<300	20	<u>0</u>
Native Soil Type		
Low permeability	0	
Mod. permeability	10	
High permeability	20	<u>10</u>
Fluid Type		
Air/mist	0	
Fresh Water	5	
TDS >5000 and <10000	10	
TDS >10000 or Oil Base Mud Fluid	15	
containing significant levels of hazardous constituents	20	<u>0</u>
Drill Cuttings		
Normal Rock	0	
Salt or detrimental	10	<u>0</u>
Annual Precipitation (inches)		
<10	0	
10 to 20	5	
>20	10	
Affected Populations		
<10	0	
10 to 30	6	
30 to 50	8	
>50	10	<u>10</u>
Presence of Nearby Utility Conduits		
Not Present	0	
Unknown	10	
Present	15	<u>0</u>

Final Score 30 (Level I Sensitivity)

Sensitivity Level I = 20 or more; total containment is required.

Sensitivity Level II = 15-19; lining is discretionary.

Sensitivity Level III = below 15; no specific lining is required.

DIVISION OF OIL, GAS AND MINING
APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS

OPERATOR: Phillips
WELL NAME & NUMBER: Utah 32-128
API NUMBER: 43-007-30889
LOCATION: 1/4,1/4 SWSW Sec: 32 TWP: 14S RNG: 10E 639 FSL 183 FWL

Geology/Ground Water:

The location is situated on a soil developed on the lower portion of the Cretaceous-age Blue Gate Member of the Mancos Shale. The location is evidently within 250 feet of the Carbon Canal and may experience some shallow (soil zone) infiltration along the trace of the canal. Depending upon the elevation of the water level in the canal relative to the surrounding topography, if the canal contains water during the site preparation or drilling, some seepage may be encountered. Within a mile, the only subsurface water rights that have been filed are held in the name of Phillips Petroleum Company for 5 CBM gas production wells. Numerous surface water rights have been filed. No aquifers containing of high quality ground water resources are likely to be encountered. The proposed casing and cement program will adequately isolate any zones of water penetrated.

Reviewer: Christopher J. Kierst **Date:** 11/14/02

Surface:

Dino and Gopher Kiahtipes were present during the on-site. Proposed location is ~3.0 miles Southwest of Price, Utah. The direct area drains to the East into the Carbon Canal. The soil is a clay shale mix and is erosive when disturbed. Proposed access will be from the South and West on new and existing access from existing PPCo wells. All new access will be built on State and fee surface and will be maintained by Phillips Petroleum Company.

Reviewer: Mark L. Jones **Date:** November 11, 2002

Conditions of Approval/Application for Permit to Drill:

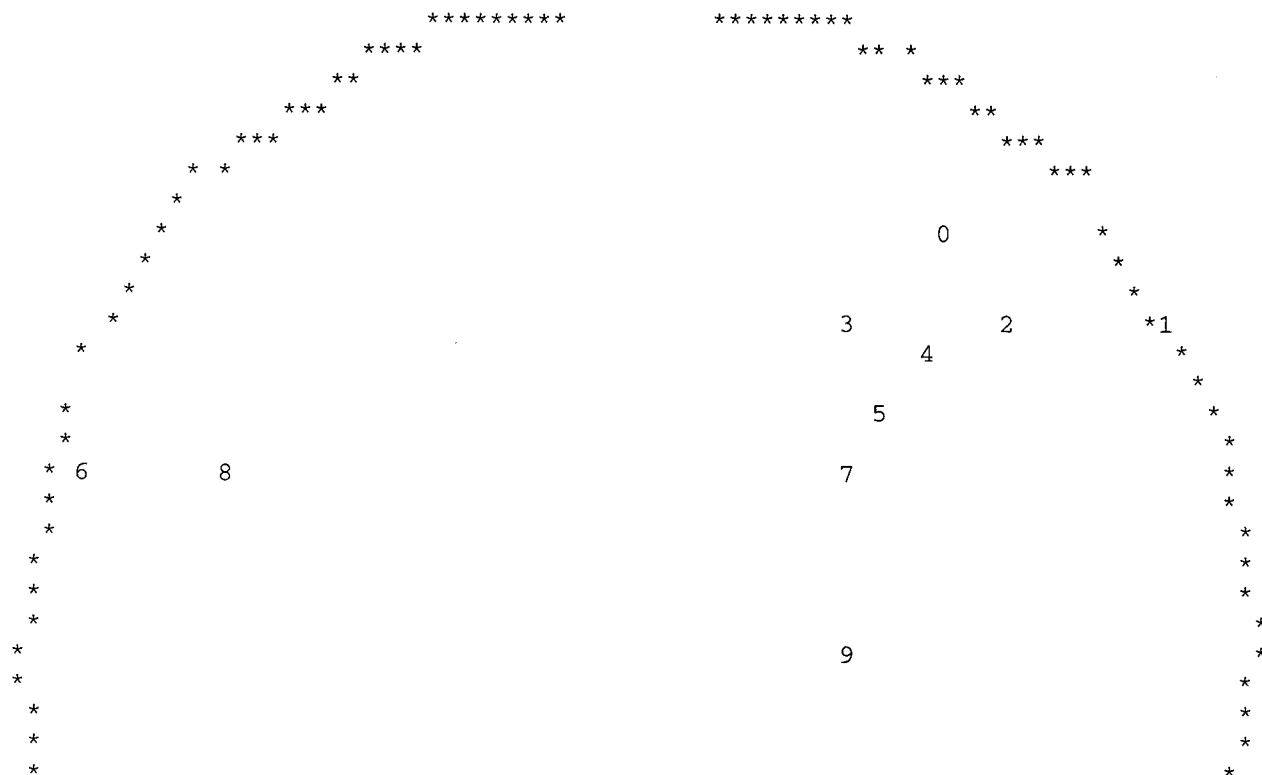
1. A synthetic liner with a minimum thickness of 12 mils shall be properly installed and maintained in the reserve pit.
2. Culverts sufficient to handle run-off as needed where crossing drainages.
3. Berm the location and pit.
4. Divert all existing drainages around the location.

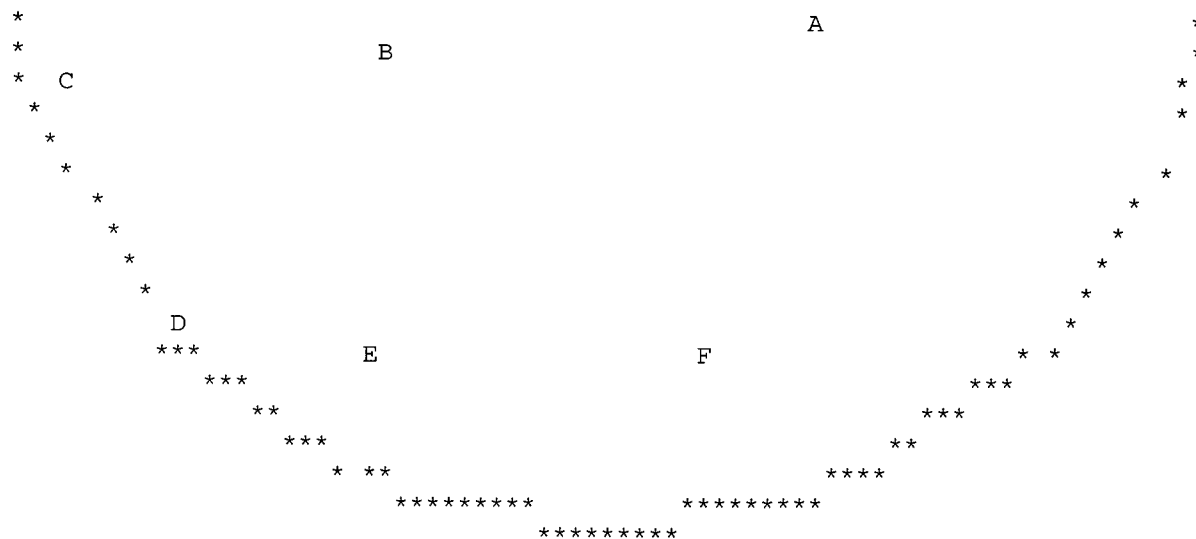
UTAH DIVISION OF WATER RIGHTS
WATER RIGHT POINT OF DIVERSION PLOT CREATED THU, NOV 14, 2002, 9:08 AM
PLOT SHOWS LOCATION OF 32 POINTS OF DIVERSION

PLOT OF AN AREA WITH A RADIUS OF 5280 FEET FROM A POINT
N 639 FEET, E 183 FEET OF THE SW CORNER,
SECTION 32 TOWNSHIP 14S RANGE 10E SL BASE AND MERIDIAN

PLOT SCALE IS APPROXIMATELY 1 INCH = 2000 FEET

N O R T H





UTAH DIVISION OF WATER RIGHTS
NWPLAT POINT OF DIVERSION LOCATION PROGRAM

MAP CHAR	WATER RIGHT	QUANTITY CFS	AND/OR AC-FT	SOURCE DESCRIPTION or WELL INFO DIAMETER DEPTH YEAR LOG	POINT OF DIVERSION DESCRIPTION NORTH EAST CNR SEC TWN RNG B&
0	91 4509	.5000	.00	Irrigation Waste Water	S 1240 E 50 N4 32 14S 10E S
				WATER USE(S): IRRIGATION STOCKWATERING	PRIORITY DATE: 06/30/1
				Williams, Betty L. (POA)	Price
				Waterman, Russell	Price
1	91 3239	.0000	.00	Lone Tree Wash	
				WATER USE(S): STOCKWATERING	PRIORITY DATE: 00/00/1
				Jewkes, Rolla A. and Ruth	Price
				Route #1	

S 65
1 well

	Phillips Petroleum Company	9780 Mt. Pyramid Ct. #200	Englewood
6	<u>91 4952</u> 5.0000 .00 Underground Water Wells	N 1995 E 745 SW <u>31</u> 14S 10E S	PRIORITY DATE: 06/23/1
	WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER		
	Phillips Petroleum Company	9780 Mt. Pyramid Ct. #200	Englewood
6	<u>a19276</u> 5.0000 .00 Underground Water Wells	N 1995 E 745 SW <u>31</u> 14S 10E S	PRIORITY DATE: 08/31/1
	WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER		
	Phillips Petroleum Company	9780 Mt. Pyramid Ct. #200	Englewood
7	<u>91 3236</u> .0000 .00 Lone Tree Wash		PRIORITY DATE: 00/00/1
	WATER USE(S): STOCKWATERING		Price
	Frandsen, R. H. & Lapriel	225 North 2nd East	
7	<u>91 3236</u> .0000 .00 Lone Tree Wash		PRIORITY DATE: 00/00/1
	WATER USE(S): STOCKWATERING		Price
	Frandsen, R. H. & Lapriel	225 North 2nd East	
8	<u>91 1641</u> .0000 .00 Flood Wash		PRIORITY DATE: 00/00/1
	WATER USE(S): STOCKWATERING		Price
	Jorgensen, Chris G.	Route #1	
8	<u>91 1641</u> .0000 .00 Flood Wash		PRIORITY DATE: 00/00/1
	WATER USE(S): STOCKWATERING		Price
	Jorgensen, Chris G.	Route #1	
9	<u>91 3235</u> .0000 .00 Lone Tree Wash		PRIORITY DATE: 00/00/1
	WATER USE(S): STOCKWATERING		Price
	Olsen, Terry Thursley	C/O Niels A. Olsen	
9	<u>91 3235</u> .0000 .00 Lone Tree Wash		PRIORITY DATE: 00/00/1
	WATER USE(S): STOCKWATERING		Price
	Olsen, Terry Thursley	C/O Niels A. Olsen	
A	<u>91 3234</u> .0000 .00 Lone Tree Wash		PRIORITY DATE: 00/00/1
	WATER USE(S): STOCKWATERING		Price
	Olsen, Hattie	305 South Carbon Avenue	
	Alexander, Phyllis	1626 Golden Court	McLean
	Olsen, Terry T.	1801 Knudsen	Farmington
	Layne, LaRue	17243 Knapp	St. Northridge
A	<u>91 3234</u> .0000 .00 Lone Tree Wash		PRIORITY DATE: 00/00/1
	WATER USE(S): STOCKWATERING		Price
	Olsen, Hattie	305 South Carbon Avenue	

Alexander, Phyllis
Olsen, Terry T.
Layne, LaRue

1626 Golden Court
1801 Knudsen
17243 Knapp

McLean
Farmington
St. Northridge

B	91 4952	5.0000	.00 Underground Water Wells	S	899	W	1730	NE	6	15S	10E	S	PRIORITY DATE: 06/23/1 Englewood	Gas Well
WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER Phillipds Petroleum Company 9780 Mt. Pyramid Ct. #200														
B	a19276	5.0000	.00 Underground Water Wells	S	899	W	1730	NE	6	15S	10E	S	PRIORITY DATE: 08/31/1 Englewood	Gas Well
WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER Phillips Petroleum Company 9780 Mt. Pyramid Ct. #200														
C	91 4952	5.0000	.00 Underground Water Wells	S	934	E	819	NW	6	15S	10E	S	PRIORITY DATE: 06/23/1 Englewood	Gas Well
WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER Phillipds Petroleum Company 9780 Mt. Pyramid Ct. #200														
C	a19276	5.0000	.00 Underground Water Wells	S	934	E	819	NW	6	15S	10E	S	PRIORITY DATE: 08/31/1 Englewood	Gas Well
WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER Phillips Petroleum Company 9780 Mt. Pyramid Ct. #200														
D	91 4985	.0000	4.73 Unnamed Washes	S	435	E	1790	W4	6	15S	10E	S	PRIORITY DATE: 03/11/1 Salt Lake City	
WATER USE(S): STOCKWATERING State of Utah School & Institutional Tru 675 East 500 South, 5th Floor														
E	91 4952	5.0000	.00 Underground Water Wells	N	2180	W	1780	SE	6	15S	10E	S	PRIORITY DATE: 06/23/1 Englewood	Gas Well
WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER Phillipds Petroleum Company 9780 Mt. Pyramid Ct. #200														
E	a19276	5.0000	.00 Underground Water Wells	N	2180	W	1780	SE	6	15S	10E	S	PRIORITY DATE: 08/31/1 Englewood	Gas Well
WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER Phillips Petroleum Company 9780 Mt. Pyramid Ct. #200														
F	91 4952	5.0000	.00 Underground Water Wells	N	2124	E	1054	SE	6	15S	10E	S	PRIORITY DATE: 06/23/1 Englewood	Gas Well
WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER Phillipds Petroleum Company 9780 Mt. Pyramid Ct. #200														
F	a19276	5.0000	.00 Underground Water Wells	N	2124	E	1054	SE	6	15S	10E	S	PRIORITY DATE: 08/31/1 Englewood	Gas Well
WATER USE(S): IRRIGATION STOCKWATERING MUNICIPAL OTHER Phillips Petroleum Company 9780 Mt. Pyramid Ct. #200														



State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

1594 West North Temple, Suite 1210

PO Box 145801

Salt Lake City, Utah 84114-5801

(801) 538-5340 telephone

(801) 359-3940 fax

(801) 538-7223 TTY

www.nr.utah.gov

Michael O. Leavitt
Governor

Robert L. Morgan
Executive Director

Lowell P. Braxton
Division Director

December 9, 2002

Phillips Petroleum Company
P O Box 851
Price, UT 84501

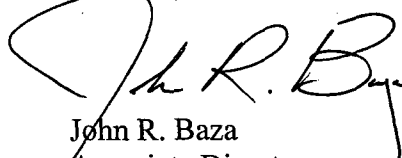
Re: Utah 32-128 Well, 639' FSL, 183' FWL, SW SW, Sec. 32, T. 14 South, R. 10 East,
Carbon County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-30889.

Sincerely,



John R. Baza
Associate Director

pb

Enclosures

cc: Carbon County Assessor
SITLA
Bureau of Land Management - Moab Field Office

Operator: Phillips Petroleum Company
Well Name & Number Utah 32-128
API Number: 43-007-30889
Lease: ML-38664

Location: SW SW Sec. 32 T. 14 South R. 10 East

Conditions of Approval

1. **General**

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. **Notification Requirements**

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- 24 hours prior to cementing or testing casing
- 24 hours prior to testing blowout prevention equipment
- 24 hours prior to spudding the well
- within 24 hours of any emergency changes made to the approved drilling program
- prior to commencing operations to plug and abandon the well

The following are Division of Oil, Gas and Mining contacts and their work telephone numbers (please leave a voice mail message if the person is not available to take the call):

- Dan Jarvis at (801) 538-5338
- Carol Daniels at (801) 538-5284 (spud)

3. **Reporting Requirements**

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Compliance with the State of Utah Antiquities Act forbids disturbance of archeological, historical, or paleontological remains. Should archeological, historical or paleontological remains be encountered during your operations, you are required to immediately suspend all operations and immediately inform the Trust Lands Administration and the Division of State History of the discovery of such remains.

5. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

6. Surface casing shall be cemented to the surface.



Re: Notice of Address Change, Merger and Name Change
Address Change effective **December 2, 2002**
Merger and Name Change effective **December 31, 2002**

Divisions of Oil, Gas, and Mining
Attn: Mr. John Baza
1594 West North Temple,
Suite 1210, P. O. Box 145801
Salt Lake City, UT 84114-5801

Gentlemen:

1. Effective December 2, 2002, Phillips Petroleum Company will close its Englewood, Colorado Rocky Mountain Region office. After that time, all correspondence, notices and invoice for Land related matters should be directed to the address(es) noted below. Note that until December 31, 2002, all properties in which Phillips held an interest will continue to be operated by Phillips Petroleum Company, a wholly-owned subsidiary of ConocoPhillips.

2. On December 31, 2002, Phillips Petroleum Company and Conoco Inc. will merge, and the surviving corporation will be renamed "ConocoPhillips Company".

In accordance with the notice provisions of the Operating Agreements and other agreements, if any, between our companies, please adjust your company/organization records, effective for address purposes as of December 2, 2002, and for company name purposes, as of January 1, 2003, to reflect the following information for addressing and delivery of notices, invoicing and payment, and communications with ConocoPhillips Company. This will also apply to Lease Sale notices and other lease-related correspondence and notifications.

U.S. Mail Address:

ConocoPhillips Company
P.O. Box 2197
Houston, Texas 77252
Attn: Chief Landman,
San Juan/Rockies

Physical Address & Overnight Delivery:

ConocoPhillips Company
550 Westlake Park Blvd.
Three Westlake Park
3WL, Room WL 9000
Houston, Texas 77079
Attn: Chief Landman,
San Juan/Rockies

All ballots and official notices/responses sent by facsimile transmission should be sent to the following contact:

Attn: Chief Landman,
San Juan/Rockies

Fax No.: 832-486-2688 or
832-486-2687

Please contact the undersigned immediately if you have any questions. This notice does not apply to royalty inquiries, joint interest billings, or revenue remittances. Please continue to use the same addresses you are currently using for these matters

Sincerely,

William Rainbat

RECEIVED

DEC 02 2002

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>All</u>		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Phillips Petroleum Company		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 980 Plaza Office CITY Bartlesville STATE OK ZIP 74004		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (918) 661-4415		8. WELL NAME and NUMBER: See Attached List
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached List		9. API NUMBER: See List
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

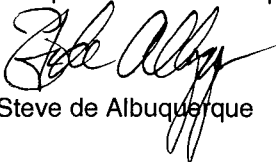
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

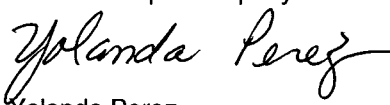
Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned to ConocoPhillips Company.

Please send production reporting forms to Herb Henderson at ConocoPhillips Company, 315 S. Johnstone, 980 Plaza Office, Bartlesville, OK 74004. Herb's phone number is 918-661-4415.

Current Operator
Phillips Petroleum Company


Steve de Albuquerque


New Operator
ConocoPhillips Company


Yolanda Perez

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JAN 08 2003

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) <u>Yolanda Perez</u>	TITLE <u>Sr. Regulatory Analyst</u>
SIGNATURE 	DATE <u>12/30/2002</u>

(This space for State use only)



SECRETARY'S CERTIFICATE

I, the undersigned, Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.
2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of January 1, 2003 and such Certificate of Amendment has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.
3. The attached photocopy of the Certificate of Merger of Conoco Inc. with and into ConocoPhillips Company is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of the Corporation this 7th day of January 2003.


Assistant Secretary
ConocoPhillips Company

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

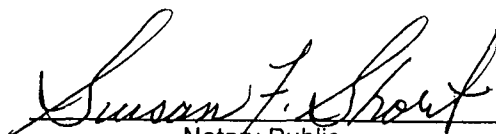
This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.



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DIV. OF OIL, GAS & MINING


Notary Public

Delaware

PAGE 1

The First State

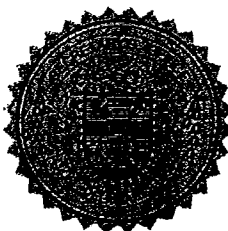
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

DATE: 01-02-03

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

**PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)**

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

FROM RL&F#1

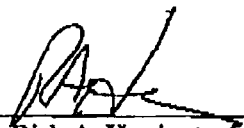
(THU) 12. 12' 02 13:32/ST. 13:31/NO. 4864756279 P 6

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this
12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

WJ

By: _____



Name:

Rick A. Harrington

Title:

Senior Vice President, Legal,
and General Counsel

HOU03:884504.1

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JAN 08 2003
DIV. OF OIL, GAS & MINING

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

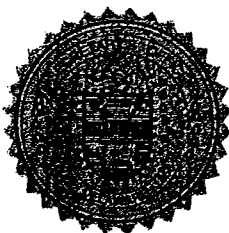
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100M

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

DATE: 01-02-03

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation") and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

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JAN 08 2003

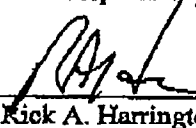
DIV. OF OIL, GAS & MINING

Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

W7
By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

Corporation - Foreign - Profit
562960-0143

UNITED STATES CORP CO
CONOCOPHILLIPS COMPANY
GATEWAY TOWER EAST STE 900
10 EAST SOUTH TEMPLE
SLC UT 84133

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
REGISTRATION

EFFECTIVE DATE: 06/14/1946
EXPIRATION DATE: *RENEWAL
ISSUED TO: CONOCOPHILLIPS COMPANY



REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)
562960-0143 Corporation - Foreign - Profit

*RENEWAL

You will need to renew your registration each anniversary date of the effective date.
Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30887-00-00	ANDREEN 32-529	Gas Well	APD	32	14	S	10	E
43-007-30865-00-00	COTNER 29-549	Gas Well	APD	29	14	S	10	E
43-007-30837-00-00	DALLIN 32-615	Gas Well	APD	32	13	S	9	E
43-047-34551-00-00	FED 43-24-3 #1	Gas Well	APD	24	10	S	17	E
43-047-33982-00-00	FEDERAL 12-17 #1	Gas Well	APD	17	10	S	18	E
43-047-34471-00-00	FEDERAL 12-29-7 1	Gas Well	APD	29	9	S	19	E
43-047-34472-00-00	FEDERAL 31-31-6 1	Gas Well	APD	31	9	S	19	E
43-007-30864-00-00	MCKENDRICK 29-548	Gas Well	APD	29	14	S	10	E
43-015-30512-00-00	PPCO 19-379	Gas Well	APD	19	16	S	9	E
43-015-30515-00-00	PPCO 24-562	Gas Well	APD	24	16	S	8	E
43-015-30548-00-00	PPCO 30-605	Gas Well	APD	30	16	S	9	E
43-007-30888-00-00	PRICE 32-438	Gas Well	APD	32	14	S	10	E
43-007-30813-00-00	RITZAKIS 33-514	Gas Well	APD	33	13	S	9	E
43-007-30766-00-00	RITZAKIS 33-516	Gas Well	APD	33	13	S	9	E
43-007-30838-00-00	ROWLEY 32-616	Gas Well	APD	32	13	S	9	E
43-007-30863-00-00	SCHMIDT 29-531	Gas Well	APD	29	14	S	10	E
43-007-30797-00-00	SEELY 15-498	Gas Well	APD	15	14	S	8	E
43-007-30798-00-00	SEELY 15-499	Gas Well	APD	15	14	S	8	E
43-007-30799-00-00	SEELY 15-500	Gas Well	APD	15	14	S	8	E
43-007-30796-00-00	SEELY 22-492	Gas Well	APD	22	14	S	8	E
43-007-30801-00-00	SEELY 22-502	Gas Well	APD	22	14	S	8	E
43-007-30802-00-00	SEELY 22-503	Gas Well	APD	22	14	S	8	E
43-007-30711-00-00	USA 09-452	Gas Well	APD	9	15	S	8	E
43-015-30351-00-00	USA 11-313	Gas Well	APD	11	16	S	9	E
43-015-30398-00-00	USA 12-385	Gas Well	APD	12	16	S	9	E
43-015-30409-00-00	USA 12-426	Gas Well	APD	12	16	S	9	E
43-007-30805-00-00	USA 14-490	Gas Well	APD	14	14	S	8	E
43-007-30806-00-00	USA 14-491	Gas Well	APD	14	14	S	8	E
43-007-30676-00-00	USA 15-421	Gas Well	APD	15	15	S	8	E
43-015-30417-00-00	USA 21-427	Gas Well	APD	21	16	S	9	E
43-015-30416-00-00	USA 21-428	Gas Well	APD	21	16	S	9	E
43-015-30415-00-00	USA 21-429	Gas Well	APD	21	16	S	9	E
43-007-30515-00-00	USA 31-309	Gas Well	APD	31	15	S	10	E
43-007-30835-00-00	USA 33-515	Gas Well	APD	33	13	S	9	E
43-007-30836-00-00	USA 33-624	Gas Well	APD	33	13	S	9	E
43-007-30803-00-00	USA 34-518	Gas Well	APD	34	14	S	8	E
43-007-30478-00-00	UTAH 05-224	Gas Well	APD	5	15	S	9	E
43-015-30411-00-00	UTAH 16-365	Gas Well	APD	16	16	S	9	E
43-015-30412-00-00	UTAH 16-366	Gas Well	APD	16	16	S	9	E
43-015-30413-00-00	UTAH 16-430	Gas Well	APD	16	16	S	9	E
43-015-30299-00-00	UTAH 18-374	Gas Well	APD	18	16	S	9	E
43-015-30420-00-00	UTAH 19-377	Gas Well	APD	19	16	S	9	E
43-015-30492-00-00	UTAH 19-378	Gas Well	APD	19	16	S	9	E
43-007-30891-00-00	UTAH 19-533	Gas Well	APD	19	14	S	10	E
43-015-30414-00-00	UTAH 20-381	Gas Well	APD	20	16	S	9	E
43-015-30421-00-00	UTAH 20-382	Gas Well	APD	20	16	S	9	E
43-015-30518-00-00	UTAH 25-576	Gas Well	APD	25	16	S	8	E
43-015-30539-00-00	UTAH 25-578	Gas Well	APD	25	16	S	8	E
43-015-30540-00-00	UTAH 25-579	Gas Well	APD	25	16	S	8	E
43-007-30817-00-00	UTAH 25-618	Gas Well	APD	25	13	S	9	E
43-015-30543-00-00	UTAH 26-582	Gas Well	APD	26	16	S	8	E
43-015-30547-00-00	UTAH 29-608	Gas Well	APD	29	16	S	9	E
43-007-30889-00-00	UTAH 32-128	Gas Well	APD	32	14	S	10	E
43-007-30814-00-00	UTAH 35-506	Gas Well	APD	35	13	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpr	Twpd	Rngn	Rngd
43-047-33750-00-00	FEDERAL 34-29	Gas Well	P	29	9	S	19	E
43-007-30782-00-00	GAROFOLA 26-482	Gas Well	P	26	15	S	8	E
43-007-30335-00-00	GIACOLETTO 11-113	Gas Well	P	11	14	S	9	E
43-007-30407-00-00	GIACOLETTO 13-120	Gas Well	P	13	14	S	9	E
43-007-30345-00-00	GIACOLETTO 14-121	Gas Well	P	14	14	S	9	E
43-007-30487-00-00	HELPER & ASSOC 07-307	Gas Well	P	7	15	S	9	E
43-007-30459-00-00	HELPER & ASSOC 18-236	Gas Well	P	18	15	S	9	E
43-007-30720-00-00	HELPER & ASSOC 18-308	Gas Well	P	18	15	S	9	E
43-007-30412-00-00	HELPER & ASSOC 8-232	Gas Well	P	8	15	S	9	E
43-007-30258-00-00	HELPER & ASSOCIATES 7-84	Gas Well	P	7	15	S	9	E
43-007-30588-00-00	JENSEN 16-132	Gas Well	P	16	15	S	10	E
43-007-30420-00-00	KAKATSIDES 31-197	Gas Well	P	31	14	S	9	E
43-007-30296-00-00	LDS 17-133	Gas Well	P	17	15	S	10	E
43-007-30323-00-00	PAAR 16-146	Gas Well	P	16	14	S	9	E
43-047-34286-00-00	PETES WASH 23-12 #1	Gas Well	P	12	10	S	17	E
43-007-30748-00-00	PIERUCCI 25-461	Gas Well	P	25	15	S	8	E
43-007-30749-00-00	PIERUCCI 25-462	Gas Well	P	25	15	S	8	E
43-007-30754-00-00	PIERUCCI 26-463	Gas Well	P	26	15	S	8	E
43-007-30755-00-00	PIERUCCI 26-464	Gas Well	P	26	15	S	8	E
43-007-30745-00-00	PIERUCCI 26-481	Gas Well	P	26	15	S	8	E
43-007-30117-00-00	PINNACLE PEAK 19-171	Gas Well	P	19	14	S	9	E
43-007-30845-00-00	PMC 10-526	Gas Well	P	10	15	S	8	E
43-007-30282-00-00	POWELL 19-104	Gas Well	P	19	15	S	10	E
43-007-30283-00-00	POWELL 19-105	Gas Well	P	19	15	S	10	E
43-007-30346-00-00	POWELL 30-173	Gas Well	P	30	15	S	10	E
43-015-30279-00-00	PPCO 10-557	Gas Well	P	10	16	S	8	E
43-015-30494-00-00	PPCO 15-555	Gas Well	P	15	16	S	8	E
43-007-30211-00-00	PRETTYMAN 10-15-34	Gas Well	P	10	14	S	9	E
43-007-30340-00-00	PRETTYMAN 11-114	Gas Well	P	11	14	S	9	E
43-007-30653-00-00	RGC 21-331	Gas Well	P	21	15	S	9	E
43-007-30743-00-00	RGC 21-332	Gas Well	P	21	15	S	9	E
43-007-30747-00-00	RGC 25-460	Gas Well	P	25	15	S	8	E
43-007-30559-00-00	RGC 28-318	Gas Well	P	28	15	S	9	E
43-007-30518-00-00	RGC 28-319	Gas Well	P	28	15	S	9	E
43-007-30509-00-00	RITZAKIS 03-408	Gas Well	P	3	14	S	9	E
43-007-30473-00-00	RITZAKIS 5-304	Gas Well	P	5	14	S	9	E
43-007-30474-00-00	RITZAKIS 5-305	Gas Well	P	5	14	S	9	E
43-007-30475-00-00	RITZAKIS 8-298	Gas Well	P	8	14	S	9	E
43-007-30479-00-00	RITZAKIS 8-299	Gas Well	P	8	14	S	9	E
43-007-30476-00-00	RITZAKIS 8-300	Gas Well	P	8	14	S	9	E
43-007-30374-00-00	ROBERTSON 32-127	Gas Well	P	32	14	S	10	E
43-007-30610-00-00	SAMPINOS 16-131	Gas Well	P	16	15	S	10	E
43-007-30723-00-00	SAMPINOS 16-454	Gas Well	P	16	15	S	10	E
43-007-30765-00-00	SAMPINOS 16-521	Gas Well	P	16	15	S	10	E
43-007-30800-00-00	SEELY 22-501	Gas Well	P	22	14	S	8	E
43-007-30130-00-00	ST OF UT 25-9-1	Gas Well	P	25	14	S	9	E
43-007-30142-00-00	ST OF UT 36-3-4	Gas Well	P	36	14	S	9	E
43-007-30116-00-00	STELLA-HAMAKER 10-174	Gas Well	P	10	15	S	8	E
43-007-30746-00-00	TABOR 23-468	Gas Well	P	23	15	S	8	E
43-007-30319-00-00	TELONIS 15-142	Gas Well	P	15	14	S	9	E
43-007-30322-00-00	TELONIS 16-145	Gas Well	P	16	14	S	9	E
43-007-30300-00-00	TELONIS 19-150	Gas Well	P	19	14	S	9	E
43-007-30299-00-00	TELONIS 19-151	Gas Well	P	19	14	S	9	E
43-007-30327-00-00	TELONIS 20-152	Gas Well	P	20	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twps	Rngn	Rngd
43-007-30631-00-00	USA 13-419	Gas Well	P	13	15	S	8	E
43-007-30707-00-00	USA 13-447	Gas Well	P	13	14	S	8	E
43-007-30706-00-00	USA 13-470	Gas Well	P	13	14	S	8	E
43-007-30789-00-00	USA 13-474	Gas Well	P	13	14	S	8	E
43-007-30790-00-00	USA 13-475	Gas Well	P	13	14	S	8	E
43-007-30568-00-00	USA 13-91	Gas Well	P	13	14	S	9	E
43-007-30404-00-00	USA 14-122	Gas Well	P	14	14	S	9	E
43-015-30418-00-00	USA 1-425	Gas Well	P	1	16	S	9	E
43-007-30579-00-00	USA 14-325	Gas Well	P	14	15	S	8	E
43-007-30634-00-00	USA 14-386	Gas Well	P	14	15	S	8	E
43-007-30646-00-00	USA 14-416	Gas Well	P	14	15	S	8	E
43-007-30647-00-00	USA 14-417	Gas Well	P	14	15	S	8	E
43-007-30791-00-00	USA 14-476	Gas Well	P	14	14	S	8	E
43-007-30792-00-00	USA 14-477	Gas Well	P	14	14	S	8	E
43-007-30529-00-00	USA 14-74	Gas Well	P	14	14	S	9	E
43-007-30263-00-00	USA 14-75	Gas Well	P	14	14	S	9	E
43-007-30450-00-00	USA 15-176	Gas Well	P	15	14	S	9	E
43-007-30423-00-00	USA 15-177	Gas Well	P	15	14	S	9	E
43-007-30690-00-00	USA 15-420	Gas Well	P	15	15	S	8	E
43-007-30691-00-00	USA 15-422	Gas Well	P	15	15	S	8	E
43-007-30264-00-00	USA 15-88	Gas Well	P	15	14	S	9	E
43-007-30422-00-00	USA 17-179	Gas Well	P	17	14	S	9	E
43-007-30622-00-00	USA 17-180A	Gas Well	P	17	14	S	9	E
43-007-30618-00-00	USA 18-181	Gas Well	P	18	14	S	9	E
43-007-30417-00-00	USA 18-182	Gas Well	P	18	14	S	9	E
43-007-30619-00-00	USA 18-435	Gas Well	P	18	14	S	9	E
43-007-30393-00-00	USA 19-222	Gas Well	P	19	15	S	10	E
43-007-30392-00-00	USA 19-73	Gas Well	P	19	15	S	10	E
43-007-30448-00-00	USA 20-287	Gas Well	P	20	15	S	10	E
43-007-30451-00-00	USA 20-288	Gas Well	P	20	15	S	10	E
43-007-30590-00-00	USA 20-398	Gas Well	P	20	15	S	10	E
43-007-30591-00-00	USA 20-399	Gas Well	P	20	15	S	10	E
43-007-30424-00-00	USA 21-184	Gas Well	P	21	14	S	9	E
43-007-30425-00-00	USA 21-35	Gas Well	P	21	14	S	9	E
43-007-30426-00-00	USA 22-185	Gas Well	P	22	14	S	9	E
43-007-30477-00-00	USA 22-186	Gas Well	P	22	14	S	9	E
43-007-30700-00-00	USA 22-466	Gas Well	P	22	15	S	8	E
43-007-30611-00-00	USA 23-423	Gas Well	P	23	14	S	8	E
43-007-30650-00-00	USA 23-445	Gas Well	P	23	15	S	8	E
43-007-30704-00-00	USA 23-451	Gas Well	P	23	15	S	8	E
43-007-30503-00-00	USA 23-467	Gas Well	P	23	15	S	8	E
43-007-30793-00-00	USA 23-478	Gas Well	P	23	14	S	8	E
43-007-30794-00-00	USA 23-479	Gas Well	P	23	14	S	8	E
43-007-30795-00-00	USA 23-480	Gas Well	P	23	14	S	8	E
43-007-30469-00-00	USA 24-183	Gas Well	P	24	14	S	8	E
43-007-30612-00-00	USA 24-387	Gas Well	P	24	14	S	8	E
43-007-30613-00-00	USA 24-388	Gas Well	P	24	14	S	8	E
43-007-30651-00-00	USA 24-443	Gas Well	P	24	15	S	8	E
43-007-30648-00-00	USA 24-444	Gas Well	P	24	15	S	8	E
43-007-30708-00-00	USA 24-446	Gas Well	P	24	14	S	8	E
43-007-30652-00-00	USA 24-448	Gas Well	P	24	15	S	8	E
43-007-30705-00-00	USA 24-449	Gas Well	P	24	15	S	8	E
43-007-30505-00-00	USA 25-459	Gas Well	P	25	15	S	8	E
43-007-30614-00-00	USA 26-393	Gas Well	P	26	14	S	8	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30430-00-00	UTAH 06-223	Gas Well	P	6	15	S	9	E
43-007-30562-00-00	UTAH 06-330	Gas Well	P	6	15	S	9	E
43-007-30716-00-00	UTAH 06-483	Gas Well	P	6	15	S	9	E
43-007-30409-00-00	UTAH 07-234	Gas Well	P	7	15	S	9	E
43-007-30421-00-00	UTAH 07-235	Gas Well	P	7	15	S	9	E
43-007-30411-00-00	UTAH 08-231	Gas Well	P	8	15	S	9	E
43-007-30488-00-00	UTAH 08-233	Gas Well	P	8	15	S	9	E
43-015-30464-00-00	UTAH 08-354	Gas Well	P	8	16	S	9	E
43-015-30378-00-00	UTAH 08-355	Gas Well	P	8	16	S	9	E
43-015-30379-00-00	UTAH 08-356	Gas Well	P	8	16	S	9	E
43-015-30380-00-00	UTAH 08-357	Gas Well	P	8	16	S	9	E
43-007-30449-00-00	UTAH 09-227	Gas Well	P	9	15	S	9	E
43-007-30561-00-00	UTAH 09-329	Gas Well	P	9	15	S	9	E
43-015-30300-00-00	UTAH 09-358	Gas Well	P	9	16	S	9	E
43-015-30407-00-00	UTAH 09-359	Gas Well	P	9	16	S	9	E
43-015-30397-00-00	UTAH 09-360	Gas Well	P	9	16	S	9	E
43-015-30408-00-00	UTAH 09-361	Gas Well	P	9	16	S	9	E
43-007-30580-00-00	UTAH 09-412	Gas Well	P	9	15	S	10	E
43-007-30605-00-00	UTAH 09-413	Gas Well	P	9	15	S	10	E
43-007-30657-00-00	UTAH 09-450	Gas Well	P	9	15	S	10	E
43-007-30722-00-00	UTAH 09-453	Gas Well	P	9	15	S	10	E
43-007-30302-00-00	UTAH 10-01-36	Gas Well	P	10	15	S	9	E
43-007-30298-00-00	UTAH 10-219	Gas Well	P	10	15	S	9	E
43-007-30432-00-00	UTAH 10-220	Gas Well	P	10	15	S	9	E
43-007-30303-00-00	UTAH 10-221	Gas Well	P	10	15	S	9	E
43-007-30228-00-00	UTAH 11-50	Gas Well	P	11	15	S	9	E
43-007-30229-00-00	UTAH 11-51	Gas Well	P	11	15	S	9	E
43-007-30230-00-00	UTAH 11-52	Gas Well	P	11	15	S	9	E
43-007-30231-00-00	UTAH 11-53	Gas Well	P	11	15	S	9	E
43-007-30467-00-00	UTAH 1-209	Gas Well	P	1	15	S	8	E
43-007-30210-00-00	UTAH 12-15-37	Gas Well	P	12	15	S	9	E
43-007-30232-00-00	UTAH 12-54	Gas Well	P	12	15	S	9	E
43-007-30233-00-00	UTAH 12-55	Gas Well	P	12	15	S	9	E
43-007-30234-00-00	UTAH 12-56	Gas Well	P	12	15	S	9	E
43-015-30493-00-00	UTAH 13-376	Gas Well	P	13	16	S	8	E
43-015-30301-00-00	UTAH 13-550	Gas Well	P	13	16	S	8	E
43-007-30243-00-00	UTAH 13-65	Gas Well	P	13	15	S	9	E
43-007-30244-00-00	UTAH 13-66	Gas Well	P	13	15	S	9	E
43-007-30245-00-00	UTAH 13-67	Gas Well	P	13	15	S	9	E
43-007-30246-00-00	UTAH 13-68	Gas Well	P	13	15	S	9	E
43-007-30439-00-00	UTAH 13-92	Gas Well	P	13	14	S	9	E
43-007-30220-00-00	UTAH 1-42	Gas Well	P	1	15	S	9	E
43-007-30221-00-00	UTAH 1-43	Gas Well	P	1	15	S	9	E
43-007-30222-00-00	UTAH 1-44	Gas Well	P	1	15	S	9	E
43-007-30223-00-00	UTAH 1-45	Gas Well	P	1	15	S	9	E
43-015-30330-00-00	UTAH 14-551	Gas Well	P	14	16	S	8	E
43-015-30331-00-00	UTAH 14-552	Gas Well	P	14	16	S	8	E
43-007-30239-00-00	UTAH 14-61	Gas Well	P	14	15	S	9	E
43-007-30240-00-00	UTAH 14-62	Gas Well	P	14	15	S	9	E
43-007-30241-00-00	UTAH 14-63	Gas Well	P	14	15	S	9	E
43-007-30242-00-00	UTAH 14-64	Gas Well	P	14	15	S	9	E
43-015-30334-00-00	UTAH 15-553	Gas Well	P	15	16	S	8	E
43-007-30416-00-00	UTAH 17-101	Gas Well	P	17	15	S	10	E
43-007-30277-00-00	UTAH 17-102	Gas Well	P	17	15	S	10	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30255-00-00	UTAH 24-80	Gas Well	P	24	15	S	9	E
43-007-30256-00-00	UTAH 24-81	Gas Well	P	24	15	S	9	E
43-007-30267-00-00	UTAH 24-86	Gas Well	P	24	15	S	9	E
43-007-30375-00-00	UTAH 24-87	Gas Well	P	24	15	S	9	E
43-007-30227-00-00	UTAH 2-49	Gas Well	P	2	15	S	9	E
43-007-30157-00-00	UTAH 25-11-7	Gas Well	P	25	14	S	9	E
43-007-30399-00-00	UTAH 25-134	Gas Well	P	25	15	S	9	E
43-007-30400-00-00	UTAH 25-252	Gas Well	P	25	15	S	9	E
43-007-30401-00-00	UTAH 25-253	Gas Well	P	25	15	S	9	E
43-007-30402-00-00	UTAH 25-254	Gas Well	P	25	15	S	9	E
43-007-30600-00-00	UTAH 25-389	Gas Well	P	25	14	S	8	E
43-007-30599-00-00	UTAH 25-390	Gas Well	P	25	14	S	8	E
43-007-30658-00-00	UTAH 25-391	Gas Well	P	25	14	S	8	E
43-007-30602-00-00	UTAH 25-392	Gas Well	P	25	14	S	8	E
43-007-30206-00-00	UTAH 25-4-33	Gas Well	P	25	14	S	9	E
43-015-30519-00-00	UTAH 25-577	Gas Well	P	25	16	S	8	E
43-007-30156-00-00	UTAH 25-7-6	Gas Well	P	25	14	S	9	E
43-007-30204-00-00	UTAH 26-11-25	Gas Well	P	26	14	S	9	E
43-007-30205-00-00	UTAH 26-1-23	Gas Well	P	26	14	S	9	E
43-007-30181-00-00	UTAH 26-16-8	Gas Well	P	26	14	S	9	E
43-007-30446-00-00	UTAH 26-255	Gas Well	P	26	15	S	9	E
43-007-30445-00-00	UTAH 26-256	Gas Well	P	26	15	S	9	E
43-007-30444-00-00	UTAH 26-257	Gas Well	P	26	15	S	9	E
43-007-30514-00-00	UTAH 26-267	Gas Well	P	26	15	S	9	E
43-015-30541-00-00	UTAH 26-580	Gas Well	P	26	16	S	8	E
43-015-30542-00-00	UTAH 26-581	Gas Well	P	26	16	S	8	E
43-015-30544-00-00	UTAH 26-583	Gas Well	P	26	16	S	8	E
43-007-30202-00-00	UTAH 26-6-24	Gas Well	P	26	14	S	9	E
43-007-30395-00-00	UTAH 27-187	Gas Well	P	27	14	S	9	E
43-007-30292-00-00	UTAH 27-188	Gas Well	P	27	14	S	9	E
43-007-30457-00-00	UTAH 27-268	Gas Well	P	27	15	S	9	E
43-007-30458-00-00	UTAH 27-269	Gas Well	P	27	15	S	9	E
43-007-30712-00-00	UTAH 27-457	Gas Well	P	27	14	S	8	E
43-007-30714-00-00	UTAH 27-458	Gas Well	P	27	14	S	8	E
43-007-30777-00-00	UTAH 27-520	Gas Well	P	27	14	S	8	E
43-015-30545-00-00	UTAH 27-584	Gas Well	P	27	16	S	8	E
43-007-30193-00-00	UTAH 27-8-29	Gas Well	P	27	14	S	9	E
43-007-30186-00-00	UTAH 27-9-30	Gas Well	P	27	14	S	9	E
43-007-30396-00-00	UTAH 28-189	Gas Well	P	28	14	S	9	E
43-007-30397-00-00	UTAH 28-190	Gas Well	P	28	14	S	9	E
43-007-30293-00-00	UTAH 28-191	Gas Well	P	28	14	S	9	E
43-007-30294-00-00	UTAH 28-192	Gas Well	P	28	14	S	9	E
43-007-30551-00-00	UTAH 28-320	Gas Well	P	28	15	S	9	E
43-007-30560-00-00	UTAH 28-321	Gas Well	P	28	15	S	9	E
43-007-30405-00-00	UTAH 29-193	Gas Well	P	29	14	S	9	E
43-007-30427-00-00	UTAH 29-194	Gas Well	P	29	14	S	9	E
43-007-30739-00-00	UTAH 29-339	Gas Well	P	29	15	S	9	E
43-007-30740-00-00	UTAH 29-340	Gas Well	P	29	15	S	9	E
43-007-30741-00-00	UTAH 29-341	Gas Well	P	29	15	S	9	E
43-007-30742-00-00	UTAH 29-342	Gas Well	P	29	15	S	9	E
43-007-30262-00-00	UTAH 30-125	Gas Well	P	30	14	S	10	E
43-007-30185-00-00	UTAH 30-13-14	Gas Well	P	30	14	S	10	E
43-007-30265-00-00	UTAH 30-195	Gas Well	P	30	14	S	9	E
43-007-30344-00-00	UTAH 30-196	Gas Well	P	30	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30178-00-00	UTAH 36-1-2	Gas Well	P	36	14	S	9	E
43-007-30341-00-00	UTAH 36-135	Gas Well	P	36	15	S	9	E
43-007-30343-00-00	UTAH 36-136	Gas Well	P	36	15	S	9	E
43-007-30342-00-00	UTAH 36-137	Gas Well	P	36	15	S	9	E
43-007-30315-00-00	UTAH 36-162	Gas Well	P	36	14	S	8	E
43-007-30316-00-00	UTAH 36-163	Gas Well	P	36	14	S	8	E
43-007-30317-00-00	UTAH 36-164	Gas Well	P	36	14	S	8	E
43-007-30318-00-00	UTAH 36-165	Gas Well	P	36	14	S	8	E
43-007-30144-00-00	UTAH 36-9-5	Gas Well	P	36	14	S	9	E
43-015-30341-00-00	UTAH 4-280	Gas Well	P	4	16	S	9	E
43-015-30342-00-00	UTAH 4-282	Gas Well	P	4	16	S	9	E
43-007-30384-00-00	UTAH 5-205	Gas Well	P	5	15	S	9	E
43-007-30269-00-00	UTAH 5-94	Gas Well	P	5	15	S	10	E
43-007-30270-00-00	UTAH 5-95	Gas Well	P	5	15	S	10	E
43-007-30271-00-00	UTAH 5-96	Gas Well	P	5	15	S	10	E
43-007-30217-00-00	UTAH 6-38	Gas Well	P	6	15	S	10	E
43-007-30218-00-00	UTAH 6-39	Gas Well	P	6	15	S	10	E
43-007-30219-00-00	UTAH 6-40	Gas Well	P	6	15	S	10	E
43-007-30254-00-00	UTAH 6-41	Gas Well	P	6	15	S	10	E
43-007-30235-00-00	UTAH 7-57	Gas Well	P	7	15	S	10	E
43-007-30236-00-00	UTAH 7-58	Gas Well	P	7	15	S	10	E
43-007-30237-00-00	UTAH 7-59	Gas Well	P	7	15	S	10	E
43-007-30238-00-00	UTAH 7-60	Gas Well	P	7	15	S	10	E
43-007-30275-00-00	UTAH 8-100	Gas Well	P	8	15	S	10	E
43-007-30410-00-00	UTAH 8-230	Gas Well	P	8	15	S	9	E
43-007-30272-00-00	UTAH 8-97	Gas Well	P	8	15	S	10	E
43-007-30285-00-00	UTAH 8-98X	Gas Well	P	8	15	S	10	E
43-007-30274-00-00	UTAH 8-99	Gas Well	P	8	15	S	10	E
43-007-30413-00-00	UTAH 9-228	Gas Well	P	9	15	S	9	E
43-007-30414-00-00	UTAH 9-229	Gas Well	P	9	15	S	9	E
43-007-30279-00-00	WILLIAMS 30-78	Gas Well	P	30	14	S	10	E
43-007-30481-00-00	WOOLSTENHULME 05-266	Gas Well	P	5	15	S	10	E
43-015-30250-00-00	UTAH 16-110	Gas Well	Shut In	16	16	S	9	E



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

ConocoPhillips Company	:	Oil & Gas Leases
P.O. Box 7500	:	
Bartlesville, Oklahoma 74005	:	

Merger/Name Change Recognized

Acceptable evidence was received in this office on January 14, 2003, concerning the change of name of Phillips Petroleum Company to **ConocoPhillips Company** and the merger of **Conoco Incorporated** into **ConocoPhillips Company** on Federal oil and gas leases, with **ConocoPhillips Company** being the surviving entity.

The Secretary of the State of Delaware certified the effective date of this merger effective December 31, 2002.

The oil and gas lease files identified on the enclosed exhibit have been noted to the merger. The exhibit was compiled from a list of leases obtained from your list of leases. Eastern States has not abstracted the lease files to determine if the entities affected by this merger hold an interest in the leases identified nor have we attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of this merger and name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

By Operation of law the name of the principal on Nationwide Oil and Gas Bond held by Conoco Incorporated (ES0085) has been changed to ConocoPhillips Company.

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/W. Bert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning, Use
and Protection

bc: JFO, BLM State Offices, MMS, ES RF, 930 RF, ES-932;
Bforbes:wbf:01/16/03:440-1536/ConocoPhillips Co

OPERATOR CHANGE WORKSHEET

006

Change of Operator (Well Sold)

Designation of Agent/Operator

ROUTING

1. GLH

2. CDW

3. FILE

Operator Name Change

X MergerThe operator of the well(s) listed below has changed, effective: **12-31-02****FROM: (Old Operator):**

PHILLIPS PETROLEUM COMPANY

Address: 980 PLAZA OFFICE

BARTLESVILLE, OK 74004

Phone: 1-(918)-661-4415

Account No. N1475

TO: (New Operator):

CONOCOPHILLIPS COMPANY

Address: P O BOX 2197, WL3 4066

HOUSTON, TX 77252

Phone: 1-(832)-486-2329

Account No. N2335

CA No.

Unit:

WELL(S)

NAME	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
ANDREEN 32-529	32-14S-10E	43-007-30887	99999	FEE	GW	APD
PRICE 32-438	32-14S-10E	43-007-30888	99999	FEE	GW	APD
UTAH 32-128	32-14S-10E	43-007-30889	99999	STATE	GW	APD
USA 09-452	09-15S-08E	43-007-30711	99999	FEDERAL	GW	APD
STELLA-HAMAKER 10-174	10-15S-08E	43-007-30116	10849	FEE	GW	P
PMC 10-526	10-15S-08E	43-007-30845	13634	FEE	GW	P
UTAH 10-525	10-15S-08E	43-007-30844	13635	STATE	GW	DRL
USA 15-421	15-15S-08E	43-007-30676	99999	FEDERAL	GW	APD
USA 15-528	15-15S-08E	43-007-30834	99999	FEDERAL	GW	NEW
USA 22-466 (CA UTU-79754)	22-15S-08E	43-007-30700	13193	FEDERAL	GW	P
USA 23-451 (CA UTU-79751)	23-15S-08E	43-007-30704	13260	FEDERAL	GW	P
USA 23-445 (CA UTU-79661)	23-15S-08E	43-007-30650	13167	FEDERAL	GW	P
USA 23-467 (CA UTU-79885)	23-15S-08E	43-007-30503	13264	FEDERAL	GW	P
TABOR 23-468 (CA UTU-79762)	23-15S-08E	43-007-30746	13263	FEE	GW	P
USA 24-444	24-15S-08E	43-007-30648	12923	FEDERAL	GW	P
USA 24-449 (CA UTU-79763)	24-15S-08E	43-007-30705	13253	FEDERAL	GW	P
USA 24-443	24-15S-08E	43-007-30651	12936	FEDERAL	GW	P
USA 24-448	24-15S-08E	43-007-30652	12934	FEDERAL	GW	P
USA 25-459	25-15S-08E	43-007-30505	13261	FEDERAL	GW	P
PIERUCCI 25-461	25-15S-08E	43-007-30748	13266	FEE	GW	P

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/03/2003
4. Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
5. If **NO**, the operator was contacted contacted on: _____

6. (R649-9-2) Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/14/2003

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: 01/14/2003

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: 01/14/2003

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/12/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/12/2003
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 8140-60-24

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 8015-16-69

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: N/A

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 6196922
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

CONFIDENTIAL

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: CONOCOPHILLIPS COMPANYWell Name: UTAH 32-128Api No: 43-007-30889 Lease Type: STATE - FEE SURFACESection 32 Township 14S Range 10E County CARBONDrilling Contractor PENSE BROTHERS RIG # 9

SPUDDED:

Date 06/13/03Time 11:00 AMHow DRY

Drilling will commence: _____

Reported by FRANKIE HATHAWAYTelephone # 1-435-613-9777Date 06/13/2003 Signed: CHD

CONFIDENTIAL

008

DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☒ OTHER:

2. Name of Operator: ConocoPhillips Company

3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well Footages: 639' FSL, 183' FWL

QQ, Sec., T., R., M.: SW/4, SW4 Sec. 32, T. 14S, R.10E, SLB&M

5. Lease Designation and Serial Number:

ML-38664

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-67921X

8. Well Name and Number:

Utah 32-128

9. API Well Number:

43-007-30889

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT
(Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other _____ Spud Notice | |
| Date of work completion _____ | |

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the Utah 32-128 well was spud on 6/13/03 at 10:15 A.M..
Pense bros. Rig #9
Dry drill

ORIGINAL

CONFIDENTIAL

13.

Name & Signature: Frankie Hathaway

Frankie Hathaway

Title: Operations Clerk

Date: 6/16/03

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JUN 19 2003

DIV. OF OIL, GAS & MINING

009

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

OPERATOR ConocoPhillips Company
ADDRESS 6825 S. 5300 W. P.O. Box 851
Price, UT 84501

OPERATOR ACCT. NO. N2338

ENTITY ACTION FORM - FORM 6

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	13813	43-007-30889	Utah 32-128	SWSW	32	14S	10E	Carbon	6/13/03	6/19/03
WELL 1 COMMENTS: New single well spud outside PA but inside of Unit Boundary											
WELL 2 COMMENTS:											
WELL 3 COMMENTS:											
WELL 4 COMMENTS:											
ORIGINAL											
WELL 5 COMMENTS:											
CONFIDENTIAL											

ACTION CODES (See Instructions on back of form)

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (explain in comments section)

NOTE: Use COMMENT section to explain why each Action Code was selected.

(3/89)

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DIV. OF OIL, GAS & MINING

Frankie Hathaway
Signature

Operations Clerk 6/16/03
Title Date

Phone No. (435) 613-9777

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FORM 9

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

010

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

5. Lease Designation and Serial Number:

ML-38664

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-67921X

8. Well Name and Number:

Utah 32-128

9. API Well Number:

43-007-30889

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

1. Type of Well: OIL ☐ GAS ☒ OTHER:

2. Name of Operator:

ConocoPhillips Company

3. Address and
Telephone Number:

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well
Footages:639' FSL, 183' FWL
QQ, Sec., T., R., M.: SW/4, SW/4 Sec. 32, T. 14S, R. 10E, SLB&M

11 CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT
(Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other _____ Well Report | |
- Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

See Attached:

COPY

CONFIDENTIAL

13.

Name & Signature: Frankie Hathaway

Frankie Hathaway

Title: Operations Clerk

Date: 6/23/03

(This space for state use only)

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JUN 25 2003

DIV. OF OIL, GAS & MINING

DRUNKARDS WASH PROJECT

DAILY WELL REPORT

CONFIDENTIAL

UTAH

32-128

API NO: 43-007-30889

639' FSL, 183' FWL

SWSW SEC: 32 TWN: 14S RNG: 10E

COUNTY: CARBON

ELEVATION: 5644.5

DRILLING CONTRACTOR: Pense Brothers Rig #9

SPUD TIME/DATE: 6/13/2003 10:15:00 AM

TD TIME/DATE: 6/15/2003 11:30:00 AM

TD DEPTH: 1940

ON-LINE TIME/DATE:

Bit Information

Type	Size	In	Out	Hours	Rotating Hours
Air Hammer	15 in	0.00	21.00	1	0.5
Air Hammer	11 in	21.00	285.00	2.5	2
Air Hammer	7 7/8	268.00	1940.00	27.5	11.5

Conductor Casing

Bore Hole Size:

Conductor From: To:

Casing Description:

Number of Joints:

Set @:

Cement:

Amount:

Cement Report:

Surface Casing

Bore Hole Size: 11 in Surface Casing From: 21.00 To: 285.00

Casing Description: 8 5/8 in 24#/ft J-55

Number of Joints: 9

Set @: 267.00

Cement: G + 2% S-1 + 1/4#/sk D-29

Amount: 107.00

Cement Report: r/up cementers, safety mtg, test lines, pump 30bbls h2o ahead, mix & pump cement, lost circulation, came back w/ 7bbls left in displacement, 14.5 bbls displacement, closed valve @ 5:10pm 6/13/03, 2bbls good cement to surface, fell back slowly kept filling till cement stayed up,

Production Casing

Bore Hole Size: 7 7/8 in Prod.Casing From: 267.00 To: 1940.00

Casing Description: 5 1/2 in 17#/ft N-80

Number of Joints: 50

Length: 1898.00

Lead Cement: 50/50 POZ, 8%D20, 10%D44, 2%S001, 1/4#/sk Amount: 170.00

Tail Cement: 10-1 RFC

Amount: 75.00

Cement Report: r/up cementers, safety mtg, test lines, pump 70bbls h2o ahead, mix & pump cement, drop plug, displace w/ 44bbls of h2o, plug down @ 3pm 6/16/03, 10bbls good cement to surface,

Float Equipment: 5 1/2in float shoe

Centralizers ran on: 2,5,7,9,13 & 21

CONFIDENTIAL

Drilling Data**DAY 1 6/14/2003**

CURRENT DEPTH: 285 CURRENT OPERATIONS: n/up bope

ROTATING HRS: 2.50

7am-9am, move on location, jsa, safety mtg,
 9am-10:15am r/up, service equipment,
 10:15am-12pm spud @ 10:15am 6/13/03, drill & set 25ft of conductor, (had to wait on conductor pipe),
 12pm-1pm n/up to drill 11in hole,
 1pm-3pm drill 285ft of 11in hole, clean hole,
 3pm-3:30pm pooh,
 3:30pm-4:30pm rih w/ 8 5/8in guide shoe + 9jts of 8 5/8in csg, land @ 267ft,
 4:30pm-5:10pm r/up cementers, safety mtg, cement surface pipe, close valve @ 5:10pm 6/13/03, 2bbls good cement to surface,
 5:10pm-8pm clean rig,
 8pm-7am no activity,

Estimated Daily Cost:**DAY 2 6/15/2003**

CURRENT DEPTH: 1400 CURRENT OPERATIONS: drilling 7 7/8in hole,

ROTATING HRS: 7.50

7am-8:30am jsa, safety mtg, n/up bope,
 8:30am-10am test bope,
 10am-12pm n/up to drill 7 7/8in hole, change bits, rih,
 12pm-4pm drill 7 7/8in hole to 1100ft,
 4pm-5:30pm drill 1100-1400ft, pull up 3rods, sdfn

Estimated Daily Cost:**DAY 3 6/16/2003**

CURRENT DEPTH: 1940 CURRENT OPERATIONS: r/up to run csg

ROTATING HRS: 4.00

7am-7:30am jsa, safety mtg,
 7:30am-11:30am drill 1400-1940ft, td @ 11:30am 6/15/03,
 11:30am-12pm clean hole,
 12pm-1:30pm pooh,
 1:30pm-4:30pm r/up loggers, log well, r/down loggers, release rig @ 4:30pm 6/15/03,
 4:30pm-5:30pm r/down & move off location,
 5:30pm-6:30pm set pipe racks & catwalk,
 6:30pm-7am no activity,

Estimated Daily Cost:**DAY 4 6/17/2003**

CURRENT DEPTH: 1898 CURRENT OPERATIONS: n/down bope

ROTATING HRS: 0.00

7am-8am spot rig, jsa, safety mtg,
 8am-9:30am r/up,
 9:30am-10:30am unload & tally csg,
 10:30am-2pm rih w/ 5 1/2in float shoe + 50jts of 5 1/2in csg, land @ 1898.03ft, (bottom 12jts range 1 csg),
 flag jt #19,
 2pm-2:30pm r/up cementers, jsa, safety mtg,
 2:30pm-3pm cement longstring, plug down @ 3pm 6/16/03, 10bbls good cement to surface,
 3pm-4pm r/down cementers, sdfn

Estimated Daily Cost:**DAY 5 6/18/2003**

CURRENT DEPTH: 1898 CURRENT OPERATIONS: WO Completion

ROTATING HRS: 0.00

07:00 - 07:30 Safety meeting, JSA, JSC procedures.
 07:30 - 11:00 ND cementing head and landing sub. RD 5 1/2" tools. RD rig floor. ND BOPE. NU wellhead. Test wellhead to 5,000 psi. Good test. RD rig and road off location.

Estimated Daily Cost:

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

011

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☒ OTHER:**CONFIDENTIAL**

2. Name of Operator: ConocoPhillips Company

3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well
Footages: 639' FSL, 183' FWL
QQ, Sec., T., R., M.: SW/4 SW/4 Section 32, T14S, R10E, SLB&M

5. Lease Designation and Serial Number:

ML-38664

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-67921X

8. Well Name and Number:

Utah 32-128

9. API Well Number:

43-007-30889

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

11. **CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA****NOTICE OF INTENT**
(Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other _____ 1st Production Notification | |
| Date of work completion _____ | |

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the Utah 32-128 showed first production on: 8/14/03
Gas production: 221mcf
Water production: 295 bbl

ORIGINAL**CONFIDENTIAL**

13.

Name and Signature: Frankie Hathaway

Frankie Hathaway

Title: Operations Clerk

Date: 10/22/03

(This space for state use only)

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OCT 2 / 2003
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NOV 03 2003

012

DIV. OF OIL, GAS & MINING

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL ☐ GAS WELL ☒ DRY ☐ Other _____

b. TYPE OF COMPLETION: NEW WELL ☒ WORK OVER ☐ DEEP-EN ☐ PLUG BACK ☐ DIFF. RESVR. ☐

2. NAME OF OPERATOR

ConocoPhillips Company

3. ADDRESS OF OPERATOR

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)

At surface 639' FSL, 183' FWL

At top prod. interval reported below

At total depth

14. API NO.

43-007-30889

DATE ISSUED

12/9/02

15. DATE SPUDDED
6/13/0316. DATE T.D. REACHED
6/15/0317. DATE COMPL. (Ready to or Plug & Abd.)
8/12/0318. ELEVATIONS (DF, REB, RT, GR, ETC.)
5645'19. ELEV. CASINGHEAD
N/A20. TOTAL DEPTH, MD & TVD
1940'21. PLUG BACK T.D., MD & TVD
1898'22. IF MULTIPLE COMPL., HOW MANY
N/A23. INTERVALS DRILLED BY
to TDROTARY TOOLS
to TDCABLE TOOLS
N/A

24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD OR TVD)

Ferron Coal - Top Coal 1544' & Bottom Coal 1652'

26. TYPE ELECTRIC AND OTHER LOGS RUN

Dual Induction, Laterolog, SFF, Caliper, Comp Density & Neutron

27. WAS WELL CORED
DRILL STEM TESTYES ☐ NO ☒YES ☐ NO ☒(Submit analysis)
(See reverse side)

28.

CASING RECORD (Report all strings set in well)

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENT RECORD	AMOUNT PULLED
12 3/4"	Conductor	21'	15"		
8 5/8"	24#	267'	11"	107 sks Class G, 2%, 4% Gell & 1/4#/sk Flocel	
5 1/2"	17#	1898'	7 7/8"	170 sks 50/50 POZ, 8% D-20, 10% D-44, 2% S-1	
				75 sks 10-1 RFC (Thixotropic)	

29.

LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT	SCREEN (MD)

30. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET
2-7/8"	1737'	N/A

31. PERFORATION RECORD (Interval, size and number)

Ferron Coal

Upper Ferron: 1544'-1546', 1549'-1551'

Middle Ferron: 1609'-1632'

Lower Ferron: 1636'-1652'

4spf .51"

4spf .51"

4spf .51"

32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
Upper 1544-1551	3300#, 20/40; 12600#, 16/30; 11084 gal fluid
Middle 1609-1632	13900#, 20/40; 82100#, 16/30; 52403 gal fluid
Lower 1636-1652	100000#, 20/40; 0#, 16/30; 41894 gal fluid

33.

PRODUCTION

DATE FIRST PRODUCTION 8/14/03		PRODUCTION METHOD (Flowing, gas lift, pumping---size and type of pump) Pumping - PC 200-2100				WELL STATUS (Producing or shut-in) Producing	
DATE OF TEST 8/14/03	HOURS TESTED 24hrs.	CHOKE SIZE -----	PROD'N. FOR TEST PERIOD →	OIL---BBL. N/A	GAS---MCF. 221	WATER---BBL. 295	GAS-OIL RATIO
FLOW. TUBING PRESS. 51	CASING PRESSURE 50	CALCULATED 24-HOUR RATE →	OIL---BBL. N/A	GAS---MCF. 221	WATER---BBL. 295	OIL GRAVITY - API (CORR.) N/A	

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)

SOLD

TEST WITNESSED BY
Kevin E. Snow

35. LIST OF ATTACHMENTS

36 I hereby certify that the foregoing and attached information is complete and correct as determined from all available records

SIGNED Kevin Snow

TITLE Operations Superintendent

DATE 10/31/03

See Spaces for Additional Data on Reverse Side

WELL NUMBER: Utah 32-128

37 SUMMARY OF POROUS ZONES: (Show all important zones of porosity and contents thereof; cored intervals; and all drill-stem, tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries):				38. GEOLOGIC MARKERS		
FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.	NAME	TOP	
					MEAS. DEPTH	TRUE VERT. DEPTH
Ferron	1549'	1634'	Coals and Sandstones Coal Interval: 1549'-1634'	Blue Gate Bentonite	1362'	
				Tununk Shale	1774'	
				Ferron Sandston	1516'	

013

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☐ OTHER ☒

2. Name of Operator:

ConocoPhillips Company

3. Address and Telephone Number:

6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777

4. Location of Well
Footages:

639' FSL, 183' FWL

QQ, Sec., T., R., M.:

SW/SW, SEC. 32, T14S, R10E, SLB & M

5. Lease Designation and Serial Number:

ML-38664

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

UTU67921X Drunkards Wash

8. Well Name and Number:

Utah 32-128

9. API Well Number:

43-007-30889

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State:

Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT

(Submit in Duplicate)

- | | |
|--|--|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT

(Submit Original Form Only)

- | | |
|---|--|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Chemical/Flush Treatment</u> | |
- Date of work completion 08/19/2004

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the above referenced well was chemically treated with 150 gallons of HCL and 5040 gallons of Coalstim fluid on 08/19/2004.

RECEIVED
OCT 01 2004

DIV. OF OIL, GAS & MINING

13.

Name & Signature: Lynnette Allred

Title: Sr. Operations AssistantDate: 09/28/2004

(This space for state use only)

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

ORIGINAL

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

5. Lease Designation and Serial Number:

ML-38664

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

UTU67921X Drunkards Wash

8. Well Name and Number:

Utah 32-128

9. API Well Number:

43-007-30889

10. Field or Pool, or Wildcat:

Drunkards Wash

1. Type of Well: OIL ☐ GAS ☐ OTHER ☒

2. Name of Operator:

ConocoPhillips Company

3. Address and Telephone Number:

6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777

4. Location of Well
Footages:

639' FSL, 183' FWL

QQ, Sec., T., R., M.:

SW/SW, SEC. 32, T14S, R10E, SLB & M

County: Carbon County

State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**NOTICE OF INTENT**
(Submit in Duplicate)

- | | |
|--|--|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|--|--|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other _____ Chemical Treatment | |
- Date of work completion 08/05/2005

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the above referenced well was chemically treated with 250 gallons of 15% HCL and 390 gallons of low ph fluid on 08/05/05.

13.

Name & Signature: Lynnette AllredTitle: Sr. Operations AssistantDate: 08/05/2005

(This space for state use only)

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AUG 11 2005

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: ConocoPhillips Operator Account Number: N 2335
Address: 6825 South 5300 West
city Price
state UT zip 84501 Phone Number: (435) 613-9777

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4300730894	UTAH 19-532		SWNE	19	14S	10E	CARBON
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
C	13805	11256				11/9/05	
Comments: Well was converted to PA on 07/01/2003. <div style="display: flex; justify-content: space-between;"> FRSD -K </div>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4300730889	UTAH 32-128		SWSW	32	14S	10E	CARBON
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
C	13813	11256				11/9/05	
Comments: Well was converted to PA on 08/01/2003. <div style="display: flex; justify-content: space-between;"> FRSD -K </div>							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4300730935	UTAH 32-617		NWNW	32	15S	09E	CARBON
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
C	14185	11256				11/9/05	
Comments: Well was converted to PA on 07/01/2004. <div style="display: flex; justify-content: space-between;"> FRSD -K </div>							

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Lynnette Allred

Name (Please Print)

Signature

Sr. Operations Assistant

Title

11/9/2005

Date

(5/2000)

e-mail

RECEIVED

NOV 09 2005

NOV 14 2005

DIV. OF OIL, GAS & MINING



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155



IN REPLY REFER TO
UT-922

July 26, 2004

ConocoPhillips Company
Attn: Gregory A. Reeves
WL3-5002
P.O. Box 2197
Houston, Texas 77252-2197

Re: 7th Revision Consolidated Ferron Formation
Participating Area "A,C,D"
Drunkards Wash Unit
Carbon and Emery Counties, Utah

Gentlemen:

The 7th Revision Consolidated Ferron Formation Participating Area "A,C,D", Drunkards Wash Unit, UTU67921F, is hereby approved effective as of August 1, 2003, pursuant to Section 11 of the Drunkards Wash Unit Agreement, Carbon and Emery Counties, Utah.

The 7th Revision Consolidated Ferron Formation Participating Area "A,C,D" results in the addition of 160.00 acres to the participating area for a total of 69,382.87 acres and is based upon the completion of the following well, as capable of producing unitized substances in paying quantities.

WELL NO.	API NO.	LOCATION	LEASE NO.
Utah 32-128	43-007-30889	SWSW, 32-14S-10E	ML-38664

Copies of the approved request are being distributed to the appropriate agencies and one copy is returned herewith. Please advise all interested parties of the approval of the 7th Revision Consolidated Ferron Formation Participating Area "A,C,D", Drunkards Wash Unit and the effective date.

Sincerely,

/s/ Terry Catlin

Terry Catlin
Acting Chief, Branch of Fluid Minerals

Enclosure

